

Adopted by the Egg Board  
March 16, 1976

## BYLAWS OF THE AMERICAN EGG BOARD

*Revised October 25, 1984*

*Revised March 27, 2003*

*Revised March 23, 2006*

### ARTICLE I

#### Name

**Section 1.** This Board is established pursuant to the authority of the Egg Research and Consumer Information Act, P.L. 93-428, and the Egg Research and Promotion Order (7 CRF Part 1250.301 et seq.) and shall be designated as the American Egg Board.

### ARTICLE II

#### Purpose

**Section 1.** The purpose of the Board is to implement the provisions of the Egg Research and Promotion Order, hereinafter referred to as the "Order," established pursuant to the Egg Research and Consumer Information Act, hereinafter referred to as the "Act," through the establishment of an orderly procedure for the development and the financing through an adequate assessment, an effective and continuous coordinated program of advertising, promotion, research, consumer and producer education for eggs, egg products, spent fowl, and products of spent fowl produced in the 48 contiguous States of the United States.

### ARTICLE III

#### Definitions

**Section 1.** Terms used in these Bylaws shall be defined as they are defined in the Act, the Order, and rules and regulations issued hereunder. Member(s) as used herein includes, unless otherwise specified, alternate member(s) acting as member(s).

## ARTICLE IV

### Meetings

**Section 1.** A regular meeting of the Board shall be held annually, within 90 days of the end of each fiscal period, at the offices of the Board unless otherwise ordered by the Board or the Chairman.

**Section 2.** Meetings of the Board may be held whenever called by the Chairman, or by the Vice Chairman acting as Chairman, or by six or more members of the Board, and any and all business coming before the Board may be transacted at such meetings.

**Section 3.** Notices of all meetings, together with a written agenda, shall be mailed or provided to each member and alternate member of the Board, at his last known address, and to the Secretary of Agriculture and, except in cases of emergency determined within the discretion of the Chairman, every such notice shall be mailed at least 10 days prior to each meeting. In case of an emergency, as much advance notice as is practicable shall be given by telephone or e-mail.

**Section 4.** Ten members shall constitute a quorum for any meeting of the Board. A majority of the voting members of the Executive Committee shall constitute a quorum for any meeting of the Executive Committee. Any action of the Board or the Executive Committee shall require the concurring votes of at least a majority of those present and voting.

**Section 5.** All votes at assembled meetings of the Board and the Executive Committee shall be cast in person. On the determination of two-thirds of the members of the Board or Executive Committee that a matter for determination is routine and non- controversial or of an emergency nature such that an assembled meeting of the Board or Executive Committee is either unnecessary or impractical, votes may be cast on such matter in accordance with Section 1250.333(b) of the Order.

**Section 6.** Each major proposition, including all recommendations to the Secretary of Agriculture, which the Board may adopt, shall be in the form of a motion. Upon the request of any three members, any such proposition under consideration by the Board shall be presented to the Board in written form prior to voting thereon. All meeting minutes, including motions made, shall be authenticated by the Signature of the Chairman or Acting Chairman or the Recording Secretary.

**Section 7.** The Board, when in session, shall be governed in its deliberations in the transaction of its business by these Bylaws and by the provisions of the Order and applicable rules and regulations adopted pursuant to the Order. Any matter of procedure not so covered shall be governed by "Roberts Rules of Order."

## ARTICLE V

### Board Member Responsibilities

**Section 1.** Any Board member who fails to attend two consecutive Board meetings constituted in accordance with Article IV of these Bylaws or any alternate member who fails to attend two consecutive meetings of a Committee to which he/she has been appointed shall be required to submit a letter of explanation to the Executive Committee. If the Executive Committee deems the absences to be insufficiently justified, the member or alternate shall be asked to resign

## ARTICLE VI

### Officers and Their Duties

**Section 1.** The officers of the Board shall consist of a Chairman, a Vice Chairman, a Recording Secretary, and a Treasurer. No more than one officer shall be elected from any one geographic area as defined in section 1250.328(d) and (e) of the Order.

**Section 2.** The officers shall be elected by the Board for a period of 1 year from among the Board members and shall serve until their successors are elected at the first regular annual meeting. In the event of death, resignation, or disqualification of an officer, a successor shall be elected by the Board from members as soon as practical to serve for the remainder of the unexpired term of office.

**Section 3.** No officer may serve more than three consecutive 1 year terms in the same office. Service in any office for a period of more than 6 months shall be considered the same as a 1 year term.

**Section 4.** The duties of the Chairman shall be: (a) to preside at all meetings of the Board; (b) to call meetings of the Board; (c) to call meetings of the Executive Committee and preside as Chairman of such meetings; (d) to have general supervision of the affairs of the Board, and to perform all acts and duties usually incident to and required of an executive and presiding officer; and (e) to be an ex-officio member of all Standing and Special Committees.

**Section 5.** Duties of the Vice Chairman shall be to preside over meetings and otherwise act in the place of the Chairman in his absence, disqualification, desirability, or at his direction.

**Section 6.** The duties of the Recording Secretary shall be: (a) to prepare, or cause to be prepared, the minutes of all meetings of the Board and the Executive Committee which shall include: (i) time and place of meeting, (ii) a list of Board members and alternates, Committee members, Committee staff, and Department of Agriculture employees present, (iii) a complete summary of all matters discussed, conclusions reached, and resolutions adopted plus the names of the member or members introducing and seconding the motion for adoption of each resolution, the vote by which each motion is adopted, and in the event a roll call vote is taken, the vote of each individual member, and (iv) copies of all reports received, issued, or approved; (b) to submit promptly the minutes of all such meetings to the Chairman or person designated by the Chairman, who attend the meeting, for certification, and, upon certification, to cause the minutes to be retained in a permanent minute book which shall be kept by the Recording Secretary; (c) to mail or otherwise provide promptly copies of the minutes of all meetings of the Board and Executive Committee to the Board members and alternates and the Secretary of Agriculture; (d) to have the minutes for the immediate past meeting of the Board and the Executive Committee available for approval at the next respective meeting; and (e) to attest to all papers, documents, and other instruments on behalf of the Board. The Recording Secretary may delegate such duties to an authorized person as necessary.

**Section 7.** The duties of the Treasurer shall be: (a) to have custody of all funds and property belonging to or under contract of the Board; (b) to keep, or cause to be kept, regular books of account under the direction of the Board; (c) to collect, or cause to be collected, all monies due the Board; (d) to deposit, or cause to be deposited, all funds of the Board, or under its control in the form of certificates of deposit or regular deposits in banks or trust companies in which the deposits are federally insured or are covered by collateral posted with the Treasury within the limits designated by the Executive Committee, or in securities of the U.S. Government or quasi-governmental corporations authorized by the Executive Committee in a manner consistent with AMS Directive 433.1, which requires that all investments be short-term, risk-free, interest-bearing, fully secured and, when exceeding \$250,000 or the current limits of FDIC fully collateralized; (e) to submit to the Board members and alternates and the Secretary of Agriculture within 60 days of the end of each quarter of the fiscal period a financial report which shall include: (i) balance sheet, (ii) statement of receipts and disbursements, and (iii) comparison of income and expenses with budget and prior year; (f) to serve as custodian of all

insurance policies including any fidelity bonds covering all officers and employees and agents of the Board; and (g) the signing of checks on behalf of the Board. The Treasurer may delegate such duties to an authorized employee of the Board as necessary.

**Section 8.** The President and the Chairman shall be authorized to co-sign contracts on behalf of the American Egg Board.

**Section 9.** All checks smaller than \$200 shall be signed by any one person authorized by resolution of the Board or Executive Committee. All checks \$200 or larger shall bear the signatures of any two persons authorized by the resolution of the Board or Executive Committee.

## ARTICLE VII

### Executive Committee

**Section 1.** The Executive Committee shall consist of the elected officers of the Board and two additional members elected by the Board. Each egg-producing geographic area, as defined in Section 1250.328(d) and (e) of the Order, shall have one member on the Executive Committee. Serving ex-officio shall be the immediate past Chairman of the Board or, in the event he is unavailable, the next most recent available past Chairman.

**Section 2.** The Executive Committee shall be responsible for the conduct of duties assigned to it by the Board and shall act within the policies of the Board.

## ARTICLE VIII

### Committees

**Section 1.** The Board may appoint, or empower the Chairman to appoint, from its members and alternates such committees as it may deem necessary for the expeditious handling of the affairs of the Board. The Board may employ consultants for any committee and fix the compensation for services rendered. On committees, alternate members shall have the same voting privileges as members. No committees, nor any member thereof, shall have any authority to commit the Board except as has been duly delegated by the Board.

**Section 2.** Whenever practical as determined by the Chairman, Standing Committees shall consist of at least six members and/or alternate members of the Board, one representing each of the six geographic regions as defined in Section 1250.328(d) and (e) of the Order. Members of the Board or alternates may serve as Chairman of Standing Committees, providing he or she has served at least one year as a member of the Committee. No member or alternate may serve more than three consecutive 1-year terms as Chairman of a Standing Committee. The Board may assign Standing Committees such administrative duties as it deems necessary. Subcommittees of a Standing Committee may be appointed by the Board, or by the Chairman of the Board if authorized by the Board, upon the recommendation of the Chairman of the Standing Committee, to perform such special duties as the committee may desire.

**Section 3.** Standing Committees shall consist of any Committees the Board may designate as Standing Committees.

**Section 4.** Special Committees may consist of any number of members, alternate members, and employees of the Board as may be desirable without regard to geographic representation, and may be assigned duties necessary to the handling of such specific matters as the Board deems necessary. Special Committees shall cease to exist upon completion of their assignment and the presentation of a report to the Board.

## ARTICLE IX

### Employees of the Board

**Section 1.** The Board shall appoint, employ, or contract for the services of such person or persons it deems desirable and necessary to effectuate the terms and provisions of the Order, define the duties, and determine the compensation for such services, including a President who may assist the Recording Secretary and Treasurer, as necessary, in addition to performing such regular duties as designated by the Board.

**Section 2.** The duties of the President shall be to administer the day-to-day operation of the Order program within the policy and authority set down by the Board and the Order, and to be responsible at all times for the proper administration of all policies and actions that the Board adopts and undertakes, and for the proper performance of all duties on behalf of the Board that the Order requires. The President shall also serve as a non-voting member of all Standing and Special Committees and the Executive Committee.

## ARTICLE X

### Fidelity Bonds

**Section 1.** All officers, employees and designated agents of the Board shall be placed under fidelity bond issued by a company authorized to do business in the State wherein the offices of the Board are located. Such bond(s) shall be in the amount of \$1 million and the premium on such bond(s) shall be paid from revenues of the Board.

## ARTICLE XI

### Powers of the Board

**Section 1.** Any officer, consultant, agent, or employee appointed, elected, or employed by the Board shall be subject to removal or suspension by the Board at any time. No officer, member, alternate member, employee, consultant, or agent of the Board shall have the authority to commit the Board unless such authority has been duly delegated.

## ARTICLE XII

### Expenses

**Section 1.** Board members and alternates, committee and subcommittee consultants, employees, or agents 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 Board may establish per diem and travel allowances not to exceed those authorized by the Travel Expense Amendments Act of 1975, P.L. 94-22, as it may be amended, and as implemented by the General Services Administration Federal Travel Regulations and any amendments thereto.

**Section 2.** Each person filing a claim for reimbursement shall be responsible for supplying the necessary receipts or a reasonable explanation of 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 in accordance with the rules established by the Executive Committee. Reimbursable expenses shall include the following: (a) mileage for auto travel at a rate to be determined by the Internal Revenue Service; (b) transportation charges of a common carrier (when available, coach service must be utilized on plane flights or daytime railroad trips); (c) bridge 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 place of residence overnight; and (f) incidental expenses which are incurred in the performance of Board business, all such expenses to be adequately explained and/or verified. Claims for per diem and travel allowances must be accompanied by adequate verification and shall be paid only for the time claimant is engaged on behalf of authorized Board affairs.

### **ARTICLE XIII**

#### Amendments

**Section 1.** The Board may amend these Bylaws at any meeting of the Board in accordance with the prescribed voting procedure. However, at least 15 days notice shall be given to all members of the Board, alternate members, and the Secretary of Agriculture that such amendments will be considered.

### **ARTICLE XIV**

#### Time When Effective

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