

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

Revised March 17, 2021

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, 7 U.S.C. Sec. 2701 et seq.), and the Egg Research and Promotion Order (7 C.F.R. Part 1250.) 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 research, consumer and producer education, and promotion designed to strengthen the egg industry's position in the marketplace, and maintain and expand domestic and foreign markets and uses for eggs, egg products, spent fowl, and products of spent fowl 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. The term "member" as used herein includes, unless otherwise specified, each alternate member acting as a member. The term "members" as used herein includes, unless otherwise specified, all alternative members acting as members.

ARTICLE IV

Meetings

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

Section 2. Meetings of the Board may be held whenever called by the Chairperson, or by the Vice Chairperson acting as Chairperson, or by six (6) 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 or her last known address, and to the Secretary of Agriculture, and, except in cases of emergency determined within the discretion of the Chairperson, every such notice shall be mailed at least ten (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 (10) 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 (2/3) 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 (3) 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 Chairperson, Acting Chairperson, or Recording Secretary.

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

ARTICLE V

Board Member Responsibilities

Section 1. Any Board member who fails to attend two (2) consecutive Board meetings convened in accordance with Article IV of these Bylaws, and any alternate member who fails to attend two (2) 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 may, at the discretion of the Executive Committee, be asked to resign.

ARTICLE VI

Officers and Their Duties

Section 1. The officers of the Board shall consist of a Chairperson, a Vice Chairperson, a Recording Secretary, and a Treasurer. Officers shall be elected from the applicable geographic areas as defined by and consistent with Section 1250.328(d) and (e) and Section 1250.510 of the Order. No more than two (2) officers shall be elected from the same geographic area.

Section 2. The officers shall be elected by the Board for a period of one (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 the 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 (3) consecutive one-year (1-year) terms in the same office. Service in any office for a period of more than six (6) months shall be considered the same as a one-year (-year) term.

Section 4. The duties of the Chairperson 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 Chairperson 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. The duties of the Vice Chairperson shall be to preside over meetings and otherwise act in the place of the Chairperson in his or her absence or disqualification, or at his or her 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 alternate members, 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 Chairperson or person designated by the Chairperson, who attended 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 alternate members 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 the Board, and of all property under contract to 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 2210.2, 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 alternate members 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 shall be authorized to sign contracts on behalf of the Board. In the absence of an individual actively serving as President, the Chairperson shall be authorized to sign contracts on behalf of the Board.

Section 9. All checks smaller than five thousand dollars (\$5,000.00) shall be signed by any one (1) person authorized by resolution of the Board or Executive Committee. All checks five thousand dollars (\$5,000.00) or larger shall bear the signatures of any two (2) 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 (2) 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 (1) member on the Executive Committee. Serving ex-officio shall be the immediate past Chairperson of the Board or, in the event he or she is unavailable, the next most recent available past Chairperson.

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

ARTICLE VIII

Committees

Section 1. The Board may appoint, or empower the Chairperson to appoint, from its members and alternate members such committees as it may deem necessary for the expeditious handling of the affairs of the Board. The Board may include consultants or advisors for any committee and if necessary may fix their 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 expressly and duly delegated by the Board.

Section 2. Whenever practical, as determined by the Chairperson, Standing Committees shall consist of at least three (3) members and/or alternate members of the Board. Members of the Board or alternate members may serve as Chairperson of Standing Committees. No member or alternate may serve more than three consecutive one-year (1-year) terms as Chairperson 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 Chairperson of the Board if authorized by the Board, upon the recommendation of the Chairperson of the Standing Committee, to perform such special duties as the Standing 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, and contract for the services of a person to act as President and to effectuate the terms and provisions of the Order, define the duties of such person, and determine the compensation to such person for such services. The President 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 in compliance with the policy and authority established by the Board and the Order, to be responsible at all times for the proper administration of all policies and actions that the Board adopts and undertakes, and to be responsible 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 no less than one million dollars (\$1,000,000.00) 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 to commit the Board has been duly delegated.

ARTICLE XII

Expenses

Section 1. Board members and alternate members, 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. All expenses shall be reimbursed in compliance with AMS guidelines and Board policies.

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 fifteen (15) days' advance 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.