

**BYLAWS OF
MUSHROOM COUNCIL**

ARTICLE I

Name

Section 1. The organization governed by these Bylaws shall be known officially as the MUSHROOM COUNCIL, hereinafter referred to as the "Council." The total program administered by the Council is the Mushroom Promotion, Research, and Consumer Information Order [7 CFR 1209], hereinafter referred to as the "Order."

ARTICLE II

Purpose

Section 1. The purpose of the Council, the Order, and these Bylaws shall be to implement the provisions of the Mushroom Promotion, Research, and Consumer Information Act of 1990 (Act), and to carry out an effective national program of promotion, research, consumer, trade and industry information, for fresh mushrooms, and to establish a fair and orderly procedure whereby adequate funds can be assembled to fulfill the provisions of this program. The Council is an instrumentality of the U.S. Department of Agriculture (Department) to make recommendations to the Secretary of Agriculture regarding this program. All decisions, fiscal matters, rules and regulations, programs, plans, and projects, or other substantive actions of the Council shall be subject to the continuing right of the Secretary of Agriculture to disapprove of the same and make such actions null and void.

ARTICLE III

Principal Place of Business

Section 1. The Council's principal place of business shall be at its office located in Lee's Summit, MO.

ARTICLE IV

Officers and Their Duties

Section 1. The Council's officers shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer. No more than two officers shall be elected from any one region.

Section 2. The officers shall be elected by the Council for a term of one year, except for the initial officers who shall serve until the initial annual meeting, from among the qualified Council members. The election shall be held during the first meeting of the fiscal year, except for the initial election, which shall be held at the Department in Washington, D.C. In the event of death, resignation, or disqualification of, as per § 1209.35(c), an officer or an Executive Committee member, a successor shall be elected by the Council members as soon as practical, with any such successor to serve until the next Annual Meeting. In the event that the departing member was the Chairperson, the Vice-Chairperson shall become the new Chairperson and a new Vice-Chairperson shall be elected by the Council members.

Section 3. The Council may designate the immediate Past Chairperson to serve on the Executive Committee as a non-voting ex-officio member. In the event the immediate Past Chairperson is unavailable, the most recent available Past Chairperson may be designated.

Section 4. The Chairperson's duties shall be to: (a) preside at all Council meetings; (b) call special Council meetings when deemed necessary; (c) have general supervision of Council affairs, and perform all acts and duties usually incident to and required of an executive and presiding officer; and (d) be an ex-officio member of all committees.

Section 5. The Vice-Chairperson's primary duty shall be to act in the place of the Chairperson in the Chairperson's absence, disqualification, or at the Chairperson's direction.

Section 6. The Secretary's duties shall be to: (a) keep a complete record of the proceedings at all Council and Executive Committee meetings, (b) attest to all papers, documents, and other instruments on behalf of the Council. The Secretary may delegate such duties to the President. Another duty of the Secretary shall be to act in the place of the Chairperson and Vice-Chairperson if both are absent.

Section 7. The Treasurer's duties shall be to: (a) have custody of all funds and property belonging to or under control of the Council; (b) keep regular books of account under the direction of the Council; (c) deposit all funds of the Council, or under its control, in an approved bank or banks designated by the Council; (d) adhere to the Agricultural Marketing Service's policies on investment, security, and collateralization of public monies; (e) submit to the Council and the Secretary of Agriculture each month a financial report which shall include: (1) a balance sheet, (2) an income statement, and (3) an expense budget showing expenditures during the time period covered by the report, year-to-date expenditures, and the unexpended budget; (f) act as purchasing agent for the Council; and (g) serve as custodian of all insurance policies, and any fidelity bonds covering Council officers, employees and agents. The Treasurer may delegate such duties to the President.

Section 8. Contracts shall be signed on the Council's behalf by any two- (2) persons authorized by Council resolution.

Section 9. Checks shall be signed on the Council's behalf by the President, without written permission of the Treasurer, on recurring expenditures authorized by the Council. On any non-recurring expenditures equal to or less than \$5,000, checks shall be signed by the President after the Treasurer has reviewed a disbursement authorization form and faxed a signed copy of the form to the President. On any expenditures in excess of \$5,000, checks shall be signed by the President and

the Treasurer. Should the President or the Treasurer be inaccessible such checks shall be signed by the Chairperson and/or such Executive Committee officers as authorized by the Council.

ARTICLE V

Executive Committee

Section 1. The Executive Committee shall consist of the elected officers, an additional Council member, and, if designated, the Past Chairperson as a non-voting ex-officio member.

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

Section 3. The Executive Committee term of office shall be one (1) year. There shall be no limit to the number of subsequent terms for any Council member on the Executive Committee except the limitation of Council membership.

Section 4. The Executive Committee shall meet upon the call of the Chairperson or by call of a majority of its members.

Section 5. All Executive Committee meetings shall be in compliance with the provisions of Article VIII, Sections 2, 3, and 4. A majority of the Executive Committee shall constitute a quorum for any Executive Committee meeting. Executive Committee meetings shall be conducted within the guidelines, actual or implied, which have been established by the Council. A simple majority is sufficient to pass any vote, with each person having one vote. The procedure applicable to voting by mail, telephone, telegraph, or any other means of communication (Article IX, Sections 3 and 4) shall also apply to voting by the Executive Committee. No proxy votes shall be permitted.

Section 6. After selection by the Council, the Executive Committee shall enter into a written employment contract with the President and shall review this contract annually. The Executive

Committee shall annually evaluate the performance of the President and report the results to the Council.

ARTICLE VI

Mushroom Council

Section 1. The Council shall consist of at least 4 members and not more than 9 members as defined in the Order. For purposes of nominating and appointing members to the Council, the United States shall be divided into 3 regions representing producers. Another region shall be established, when appropriate, representing importers. Representation by region shall be dependent upon a region's level of production or importation as specified in the Order.

Section 2. The Council shall be appointed by the Secretary of Agriculture.

Section 3. All nomination procedures shall be in accordance with the Order and any subsequent rules and regulations issued thereunder. The President shall issue a call for nominations by February 1 of each year in which nominations for an appointment to the Council are to be made. Nominations for positions whose terms will expire at the end of the year shall be obtained from producers, and, when appropriate, by importers. These nominations shall be certified by the President and submitted to the Secretary of Agriculture by August 1 of each year.

Section 4. The Council shall plan, develop, and implement such promotion, research, consumer information and industry information programs, plans, and projects as necessary to meet its purpose under the Act. The Council shall further act in authorizing contracts or agreements for the development and carrying out of such programs, plans, and projects, and the payment of the costs thereof, including entering into agreements authorizing other organizations to collect assessments on the Council's behalf.

ARTICLE VII

Employees and Their Duties

Section 1. The Council may hire a President (who shall also serve as the Administrative Secretary/Treasurer) and such other employees as the Council may designate.

Section 2. Subject to the general supervision and control of the Council, the President shall: (a) employ, supervise, and be responsible for the discharge of all Council employees, agencies, consultants and other suppliers. (b) be responsible for all notices the Council is required to give; (c) assemble, compile, analyze, and provide all information necessary in connection with the performance of official Council duties; (d) prepare all resolutions setting forth Council actions; and (e) be responsible to the Council at all times for the proper administration of Council activities.

Section 3. The President shall ensure compliance with all provisions and requirements of the Act, Order, and these Bylaws.

Section 4. The President, serving as Administrative Secretary/Treasurer, under the general supervision of the Secretary and Treasurer, shall perform such duties as the Secretary and Treasurer may authorize and direct, including the: (a) preparation and maintenance of minutes of all meetings; (b) collection and deposit of all funds due the Council; (c) keeping of books of account; and (d) co-signing of contracts and checks on the Council's behalf.

Section 5. The President shall ensure the performance of employees in relation to their duties and responsibilities, including knowledge of the Act, Order, rules and regulations, and Department policy. Such employees shall be evaluated at least annually.

ARTICLE VIII

Meetings

Section 1. The Council shall hold its Annual Meeting before January 1 of each year, at the Council's principal office, unless otherwise directed by the Council.

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

Section 3. Meetings, other than the Annual Meeting, may be held at locations for the convenience of the Council members or for enhancement of relations with program participants.

Section 4. Notice of all meetings, together with a written agenda, shall be either mailed or e-mailed to each member of the Council at their last known address. Such notice will be mailed at least twenty (20) days prior to the meeting date. In case of an emergency, all possible advance notice will be given by fastest practical means of delivery without regard to the twenty- (20) day requirement. The Secretary of Agriculture shall be given the same notice as members.

Section 5. The regular order of Council business, unless otherwise determined by the Chairperson, shall be as follows:

1. Roll call
2. Approval of previous meeting minutes
3. Additions to agenda items
4. Action on written agenda matters
5. New business

Section 6. All Council proposals, programs, plans, and projects, or recommendations, including those to the Secretary of Agriculture, shall be in the form of resolutions. All resolutions, upon

adoption, shall be recorded and shall become a part of the official minutes. All adopted resolutions which constitute Council policy shall remain as such until amended by Council action.

ARTICLE IX

Voting Procedures

Section 1. At a properly convened meeting, a simple majority of Council members shall constitute a quorum.

Section 2. Each Council member will be entitled to one vote on any matter put to the Council, and the motion will carry if supported by a simple majority of those present and eligible to vote.

Voting shall be on the basis of "Yea" or "Nay". No proxy voting is permitted.

Section 3. In lieu of voting at a properly convened meeting, and when in the opinion of the Chairperson such action is necessary, the Council may take action upon the concurring votes of a majority of its members by mail, telephone, telegraph, or any other means of communication. In such event, all members must be notified and provided the opportunity to vote. Any action so taken shall have the force and effect as though such action had been taken at a properly convened meeting.

Section 4. Any vote taken by mail, telephone, telegraph, or any other means of communication shall cover only: (1) noncontroversial matters which do not require deliberation and the exchange of views or (2) matters of an emergency nature when it would be impossible or impractical to call an assembled Council meeting. However, voting by such means shall not be permitted if a majority of Council members object. Voting by such means shall occur only upon the Chairperson's order. A record of the vote shall be confirmed at the next Council meeting and will become part of the official Council minutes. Votes taken by telephone shall be confirmed in writing.

ARTICLE X

Committees

Section 1. Upon authorization of the Council, the Chairperson shall appoint standing, ad hoc or working committees. Working committees may include persons other than Council members.

Section 2. The Council's Chairperson shall appoint committee chairpersons.

Section 3. Each Council committee shall meet at the call of the committee chairperson with the consent of the Council Chairperson. No committee or any member thereof, shall have the authority to obligate the Council. In the Secretary's or Administrative Secretary's absence, the committee's chairperson shall arrange for and authenticate the committee meeting minutes.

ARTICLE XI

Bonds

Section 1. Council officers, employees and agents who handle funds for the Council shall be placed under fidelity bonds issued by a reputable bonding company in an amount to be fixed by the Council. The premiums of such bonds shall be paid by the Council.

ARTICLE XII

Personal Liability

Section 1. No Council member or employee shall be held personally responsible, either individually or jointly with others, in any way whatsoever, to any person for errors in judgment, mistakes, or other acts of either commission or omission of such member or employee, except for acts of dishonesty or willful misconduct.

ARTICLE XIII

Procedure and Transaction of Business

Section 1. The Council shall be governed in its deliberations and in the transaction of business by these Bylaws, and the provisions of the Order and the Act. Any matter of procedure not covered by these Bylaws shall be governed by "The Standard Code of Parliamentary Procedures."

Section 2. No person who is not a Council member or employee or representative of the Secretary of Agriculture shall be entitled to participate in the deliberations and proceedings or speak at official meetings of the Council, its Executive Committee, or its other committees, unless authorized by the Chairperson or the committee chairperson.

ARTICLE XIV

Powers of the Council

Section 1. Any officer, agent, or employee appointed, elected or employed by the Council shall be subject to removal or suspension by the Council at any time. No Council officer, member, employee, or agent shall have the authority to obligate the Council unless such authority has been expressly delegated. All decisions, acts or performances of any such officer, member, employee, or agent shall be subject to the continuing right of the Council to disapprove of the same, and upon disapproval by the Council, shall be deemed null and void to such extent as the Council may determine.

ARTICLE XV

Expenses

Section 1. Council members, committees, or employees, when acting on authorized business shall be reimbursed for necessary and reasonable expenses incurred by them in the performance of their duties. In lieu of reimbursement of actual expenses incurred, the Council may establish a per diem

allowance to cover such expenses.

Section 2. The Treasurer shall approve all expense vouchers except those of Council employees under the supervision of the President. Should the Treasurer be inaccessible such vouchers shall be approved by the Chairperson or such Executive Committee officers as authorized by the Council.

Section 3. 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 Council for use in filing claims. All such claims for reimbursement shall be filed within 90 days following the date the expenses were incurred.

Reimbursable expenses shall include the following: (a) mileage for automobile travel at a rate to be determined by the Council; (b) transportation charges of a common carrier (when available, coach service must be utilized on domestic airplane flights; business class may be utilized for international flights over six hours); (c) bridge or highway tolls, tips, parking or other charges incidental to transportation, but excluding fuel, oil, automobile repairs or service; (d) all meals while engaged in Council business; (e) hotel or motel room charges when Council business requires the claimant to be away from his or her place of residence overnight; and (f) incidental expenses which are incurred in the performance of Council business, all such expenses to be adequately explained and/or verified. In the event a per diem rate is established by the Council, such per diem shall be deemed to have covered all reimbursable expenses except the transportation charges. Claims for per diem must be accompanied by adequate verification and shall be paid only for the time claimant is engaged in authorized Council affairs.

ARTICLE XVI

Amendments

Section 1. The Council may amend these Bylaws at any Council meeting by an affirmative vote of no less than five (5) Council members. Not less than twenty (20) days notice shall be given to all Council members and the Secretary of Agriculture that such amendment will be considered.

ARTICLE XVII

Effective Date

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

Approved by the Council on 2/18/2021

Approved by USDA on 4/02/2021