

BYLAWS

Governing the Conduct of Business of the CALIFORNIA DATE COMMISSION

Article I.

Name and Location

1. Name

The name of this organization shall be the California Date Commission (hereinafter referred to as "Commission"), a corporate body, organized under the provisions of Division 22, Chapter 19, beginning with Section 77701 of the California Food and Agriculture Code.

2. Location

The principal office of the Commission for its transaction of business shall be located at 45-691 Monroe Street, Suite 5, Indio, California 92201. The Commission is hereby granted full power and authority to change the location of the principal office and may establish such other offices as it deems appropriate. Any such change or establishment of other locations shall not be considered an amendment of these Bylaws.

3. Definitions

All definitions contained in Article 2, Chapter 19 of Division 22 of the Food and Agricultural Code shall apply to these Bylaws.

Article II.

Meetings of Commission

1. Regular Meetings

Meetings of the Commission shall be held upon direction of the Chairperson at such location as is designated by the Chairperson. The Commission shall meet at least twice each year for the purpose of conducting its regular business.

2. Special Meetings

The Chairperson, Executive Director, or a majority of the Commission, after notifying the Chairperson, may call such other meetings of the Commission as may be deemed necessary.

3. Notice of Meetings

Notice of all regular and special meetings shall state the place, date and time of the meeting, and shall specifically identify those matters of business which the Commission intends to discuss or transact. Notice shall be mailed to each member and alternate member of the Commission, and any other person who requests such notice in writing, at least ten (10) days prior to the time of the meeting. Notice shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the person at the address as it appears on the records of the Commission at the time of mailing.

4. Meetings by Teleconference

The Commission may hold an open or closed meeting by teleconference, subject to all of the requirements contained in California Government Code Section 11123, if the convening of a quorum at one location is difficult or impossible.

5. Order of Business

The regular order of business of the Commission, unless otherwise determined by the Chairperson, shall be as follows: (1) roll call; (2) approval of minutes of previous meeting; (3) discussion and action on matters on written agenda.

6. Attendance

Failure of any member of the Commission to attend two (2) consecutive regular meetings of the Commission without an excuse acceptable to the Commission, or failure of any member to attend three (3) consecutive meetings of the Commission for any reason shall cause a vacancy on the Commission and the member shall be deemed to have been disqualified, unless the Commission, by majority vote, expressly waives implementation of this provision.

7. Quorum and Voting

A quorum of the Commission is a majority of the voting members of the Commission. Except as provided in Commission law or these Bylaws, the vote of a majority of the voting members present at a meeting at which there is a quorum shall constitute the act of the Commission.

Voting by secret ballot is prohibited and there shall be no proxy voting.

8. Closed Sessions of the Commission

Closed sessions of the Commission shall comply with the provisions of the Bagley-Keene Open Meeting Act (Government Code Section 11120, et. Seq.). In general, a closed session may only be held in order to discuss and take action on the appointment, employment or dismissal of an employee or to discuss pending litigation with legal counsel.

9. Rules

Except as otherwise provided through specified procedures, Roberts Rules of Order, as may be amended from time to time, shall govern meetings of the Commission.

Article III.

Committees

1. Committees; Appointments

a. The Commission may appoint committees composed of both members and non-members of the Commission to advise the Commission in carrying out its purposes. Committees shall include, but not be limited to, the following:

1. Executive Committee
2. Marketing Committee
3. Research Committee

b. The Chairperson of the Commission shall appoint all committee chairpersons and shall appoint all members of each committee after consultation with the committee Chairperson affected. Committee members may be members, alternates, or other interested persons. Appointments are subject to approval by the Commission and may be changed from time to time as determined by the Chairperson and concurred in by the Commission.

c. Commission members, alternates and other interested persons who are voting committee members may serve as committee chairpersons, and no committee member shall serve as chairperson of more than one (1) committee.

d. All committees of the Commission shall decide that procedures under which they will conduct their activities, except as may be provided in these Bylaws or in law, and subject to the approval of the Commission. Unless otherwise specified, all committees are advisory to the Commission and the Commission shall be the final authority regarding all programs, projects, activities and policies recommended by any committee of the Commission.

2. Notice

Notice of all committee meetings shall be provided in the same manner provided for in Article II, Section 3 of these Bylaws.

3. Executive Committee

The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary and Treasurer, or the Secretary/Treasurer if the offices are combined. The Chairperson of the Commission shall serve as Chairperson on the Executive Committee. The Executive Committee shall carry out the following duties on behalf of the Commission.

- (a) Monitor the overall administration of the Commission
- (b) Establish procedures for the disbursement of Commission funds
- (c) Formulate and recommend an annual budget to the Commission
- (d) Recommend an annual assessment rate to the Commission
- (e) Recommend investment programs for Commission funds to the Commission
- (f) Supervise the preparation of financial reports to be made available to the Commission on a periodic basis
- (g) Handle personnel matters including but not limited to establishing the salary of the Commission Executive Director
- (h) Work directly with the Executive Director of the Commission in formulating long range and annual plans and objectives; in the execution of programs and activities authorized by the Commission
- (i) Take action of an urgent nature which is necessary prior to the next meeting of the Commission. Such actions shall not result in expenditures in excess of \$25,000.00 and shall be reported to the Commission at its next meeting. The report shall specify the basis for the action; the action taken; any expenditure involved; and the results of the action
- (j) Any other activities specifically authorized by the Commission

4. Advertising/Promotion Committee

The Advertising/Promotion Committee shall develop and recommend to the Commission proposals for advertising, promotion marketing, and public relations to promote the industry and the sale of dates. The Committee shall also monitor the activities of any approved program, document the results of marketing activities, and monitor marketing conditions and the proper expenditure of budgeted marketing funds.

5. Research Committee

The Research Committee shall evaluate research proposals, and review and recommend budgets for research projects to the Commission. Research may include projects relating to, but not limited to, market research, product research, production research, and any other research related to the purposes of the Commission, including the study, analysis, dissemination and accumulation of information obtained from research or elsewhere regarding the purposes of the Commission.

6. Other Committees

From time to time, other special or standing committees may be established by the Commission as deemed necessary to carry out the purposes and objectives of the Commission.

7. Quorum

A majority of the voting members of any committee shall constitute a quorum and the acts of a majority of the voting members present at a meeting at which a quorum is present shall constitute the act of the committee.

8. Closed Sessions

Closed sessions of committees shall be conducted only in the manner and for the purposes described in Article II, Section 8 of these Bylaws.

9. Attendance

Failure of any member of a committee to attend two (2) consecutive regular meetings of a committee without an excuse acceptable to the committee, or failure of any member to attend three (3) consecutive meetings of a committee for any reason, shall cause a vacancy on the committee and the member shall be deemed to have resigned from the committee, unless the committee, by majority vote, expressly waives implementation of this provision. The vacancy created shall be filled by the Chairperson pursuant to Section 1 of this Article.

Article IV.

Members and Alternates

1. Composition

Except as provided in Section 77752.5 of Commission law, the Commission shall be composed of six (6) date handlers from District 1 and may include one public member.

District 1 consists of all of Riverside County. Additional districts may be added pursuant to procedures provided in Section 77752.5 of Commission law and shall be numbered consecutively beginning with "District 2."

2. Qualifications

Any member and alternate on the Commission shall be an individual, partner, or employee representing a handler who has a financial interest in handling dates for market. The qualifications of a member and alternate shall be maintained during the entire term of office.

Not more than one member and one alternate shall be a person employed by, or connected in a proprietary capacity with, the same corporation, firm, partnership, association, or business organization.

3. Alternate Members

An alternate member to each member of the Commission, except the ex-officio members, shall be elected or appointed in the same manner and for the same term as the member. An alternate member, in the absence of the member for whom he or she is an alternate, shall serve in place of the member and shall exercise all of the rights, privileges and powers of the member when serving on the Commission.

In addition, if a member and his or her alternate are absent, any other alternate from the same district may serve in place of the member, and shall exercise all of the rights, privileges, and powers of the member when serving on the Commission.

If the status of a member changes, thereby making the member ineligible to serve, or in the event of the death, removal, resignation, or disqualification of a member, the alternate member shall act as a member of the Commission until a qualified successor is elected or appointed.

4. Public Member

The Commission may include one public member. If the Commission chooses to include a public member, the appointment shall be made by the Secretary of the Department of Food and Agriculture from nominees recommended by the Commission. The public member, if appointed, shall not have any financial interest in the date industry.

5. Secretary of Food and Agriculture

The Secretary or his or her representative shall be an ex-officio member of the Commission. The Secretary shall be notified and may attend each meeting of the Commission and any committee meeting of the Commission. However, the Secretary or his or her representative is not entitled to attend a closed session of the Commission or a committee of the Commission called for the purpose of discussing potential or actual litigation against the Department.

6. Vacancies

Any vacancy on the Commission occurring by the failure of any person elected to or serving on the Commission as a member or alternate member to continue in his or her position due to a change in his or her status, thus making the person ineligible to serve, or due to death, removal, resignation or disqualification, shall be filled for the unexpired portion of the term by a majority vote of all remaining members of the Commission. The appointee shall meet all of the qualifications required for the member or alternate whose office he or she is to occupy.

7. Term of Office

The term of office of all members and alternate members of the Commission, except any ex-officio member, shall be three (3) years from the date of their election and until qualified successors are elected. The terms of office of each member and alternate member shall be limited to four consecutive terms.

8. Conflict of Interest Code

All members, alternates, and designated employees of the Commission shall comply with the provisions of any Conflict of Interest Code adopted by the Commission.

Article V.

Officers and Duties

1. Officers

The Commission may elect from its members a Chairperson, Vice-Chairperson, Secretary, Treasurer and such other officers as it may deem advisable, and delegate to the officers appropriate administrative duties. The offices of Secretary and Treasurer may be held by the same person. Alternate members shall not be eligible to be officers of the Commission.

2. Term of Office

The officers elected by the Commission shall serve one (1) year terms, or until new officers are elected. Officers may be re-elected to the office held or to any other office of the Commission for up to three (3) consecutive terms.

3. Chairperson

The Chairperson shall preside at all meetings of the Commission. He or she may sign on behalf of the Commission any contract or other instrument, the execution of which has been authorized by the Commission except where the signing and execution thereof has been expressly reserved or delegated by the Commission, to itself or some other officer, member or employee. The Chairperson shall have the authority to expend up to \$5,000.00 of Commission funds for purposes germane to the Commission without prior approval from the board if prior approval is not practicable and such expenditure is necessary for the efficient operation of the Commission. Any such expenditure shall be reported to the board at the next regularly scheduled meeting. No more than \$5,000.00 total, whether in one lump sum or in smaller increments, shall be expended by the Chairman during the period between board meetings. The Chairperson shall appoint the members of all committees as provided for in Article III, Section 1; serve as Chairperson of the Executive Committee; serve as a non-voting ex-officio member of all other committees; and perform all other duties provided in these Bylaws or in law.

4. Vice-Chairperson

The Vice-Chairperson shall act as and perform all the duties of the Chairperson in the Chairperson's absence. He or she shall perform additional duties as may be assigned by the Chairperson or the Commission. If the Chairperson is absent or

becomes disqualified for any reason, the Vice Chairperson, if qualified, shall serve as acting Chairperson until the Commission elects a new Chairperson.

5. Secretary

The Secretary shall maintain accurate records of all committee and Commission meetings and perform other duties as usually pertain to the office. The Secretary may delegate any and all duties of the office to the Executive Director or other employees of the Commission whenever, in the Secretary's judgment, and with the approval of the Commission, the action is necessary for the handling of the affairs of the Commission in a timely manner.

6. Treasurer

The Treasurer shall be responsible for the financial affairs of the Commission. The Treasurer shall submit financial reports to the Commission and may delegate any and all duties of the office to the Executive Director or other employee of the Commission whenever, in the Treasurer's judgment, and with the approval of the Commission, the action is necessary for the handling of the financial affairs of the Commission in a timely manner. The Treasurer shall work in conjunction with the Executive Director and other Commission personnel to ensure that all financial records and dealings of the Commission are in order at all times.

Article VI.

Employees and their Duties

1. Executive Director

The Commission may employ or retain a person, who shall not be a member of the Commission, to serve as Executive Director. The Executive Director shall be an at-will employee who shall serve at the pleasure of the Commission. Compensation for the Executive Director shall be fixed by the Commission and shall be reviewed annually. The Executive Director shall:

- a. Be responsible at all times for the proper administration of all actions and policies of the Commission and for the proper performance of all duties on behalf of the Commission.
- b. Employ, establish appropriate titles, fix salaries as authorized by the Commission, supervise, and when necessary discharge any of the employees of the Commission.
- c. Serve as non-voting ex-officio member of the Commission and all committees of the Commission.
- d. Strictly adhere to and carry out all rules and procedures adopted by the Commission as provided for in these Bylaws and in law.
- e. Sign on behalf of the Commission any contract or other instrument, the execution of which has been authorized by the Commission, except where the signing and execution thereof has been otherwise expressly reserved or delegated by the Commission to itself or some other officer, member or employee.
- f. Provide any and all assistance, counsel, and advice to the Commission and committees of the Commission that may be necessary for the proper execution of the Commission responsibilities and duties.
- g. Be responsible for the compilation and dissemination of industry information that will advance the purposes and objectives of the Commission.

2. Other Personnel

The Commission may employ or retain, at its pleasure, other personnel, including private legal counsel, necessary to carry out the purposes of the Commission. As an alternative to an employee Executive Director, the Commission may retain a management firm or the staff from any board, commission, or committee of the State to perform the functions prescribed by these Bylaws and the law.

Article VII.

Procedures

The Commission may adopt, and from time to time alter, rescind, modify and amend all necessary procedures for the purposes of carrying out the purposes of the Commission, including rules for appeals from any procedure or order of the Commission.

Article VIII.

Amendments

These Bylaws may be amended or repealed, or new Bylaws adopted, by a two-thirds vote of the Commission.

Article VIII.

Amendments

These Bylaws shall become effective upon adoption by a majority vote of the Commission.