



By-Laws

of the

Pennsylvania Dairy Promotion Program

Adopted by the PA Dairy Promotion Program Board of Directors on February 8, 1988.

Amendments to Articles VIII through Article XV adopted by the PA Dairy Promotion Program Board on June 13, 1989.

Amendments to Articles V, Section 1, adopted by the PA Dairy Promotion Program Board on April 19, 1990.

Amendments to Articles VIII, IX and XI, adopted by the PA Dairy Promotion Program Board on November 6, 1990.

Amendments to Article XV, Section 2, adopted by the PA Dairy Promotion Program Board on October 3, 1994.

Amendments to Articles VII, Section 1.1, Section 1.2, Article VIII, Section 1, Article IX, Section 1, adopted by the PA Dairy Promotion Board on December 1, 1996.

Amendments to Article XI, Section 1, Section 2, Article XII, Section 1, adopted by the PA Dairy Promotion Program Board on November 12, 1997.

Amendments to Article IV, Section 1, Section 2, Article V, Section 2, Article VII, Section 1.1, Section 1.2, Section 3, Section 3.1, Section 4, Section 4.1, Section 5, Section 5.1., Article VIII, Section 1, Article IX, Section 1, Article XII, Section 1 adopted by the PA Dairy Promotion Board on August 20, 2008.

ARTICLE I

Name and Office

Section 1. The Pennsylvania Dairy Promotion Program, hereafter referred to as the "Program," shall operate as a Commodity Marketing Board pursuant to the Pennsylvania Agriculture Commodity Marketing Act of 1968 as amended.

Section 2. Location: Principal office of the Program shall be located in Harrisburg, Pennsylvania at the Pennsylvania Department of Agriculture Building. All financial and administrative records are located in the Philadelphia Office of the Mid-Atlantic Dairy Association, Inc.

ARTICLE II

Objectives

Section 1. The primary objective of the Program is to promote sales and consumption of milk and other dairy products, and to facilitate appropriate research; to administer certain provisions of the Pennsylvania Agriculture Commodity Marketing Act, as amended; and, to establish an orderly procedure of administering finances collected by assessments of dairy farmers in Pennsylvania.

Section 2. To cooperate and encourage cooperation of all milk and dairy products promotion programs in Pennsylvania.

ARTICLE III

Definitions

Section 1. Terms defined in the Pennsylvania Agriculture Commodity Marketing Act, as amended, and the Order, rules and regulations issued thereunder, shall be defined in the same manner in these By-Laws.

ARTICLE IV

Meetings

Section 1. Reorganization Meeting – The reorganization meeting of the Board shall be conducted at the first regular Board meeting following the beginning of the fiscal year. Regular quarterly Board meetings shall be scheduled for the remainder of the fiscal year at this meeting.

Section 2. Additional meetings of the Board may be called by the Chairperson or by the Vice Chairperson acting as Chairperson, or by seven (7) or more members of the Board, and any and all business coming before the Board may be transacted at such meetings.

ARTICLE V

Voting

Section 1. A quorum for all meetings shall consist of a majority of the members of the Board or committee that is meeting.

Section 2. Each major proposition, including all recommendations to the Pennsylvania Secretary of Agriculture, which the Board may adopt shall be in the form of a resolution. Upon the request of any member voting, any proposition under consideration by the Board shall be presented to the Board in written form prior to voting thereon. All resolutions shall, upon adoption by the Board, be authenticated by the signature of the Chairperson or Acting Chairperson and the Recording Board Secretary.

ARTICLE VI

Powers and Duties of the Board

Section 1. The Board shall have the Powers and Duties provided by the Pennsylvania Agricultural Commodity Marketing Act, as amended, and shall exercise such powers and perform such duties in accordance with the objectives and purposes thereof.

Section 2. The Board shall exercise its Powers and Duties provided by the Order to encourage the coordination of dairy product promotion, research and nutrition education programs on the local, state, regional and national level.

Section 3. Board Members are expected to be active. If a Board Member misses three (3) or more Board Meetings per year, the Board may recommend to the Secretary of the Pennsylvania Department of Agriculture that the member be replaced.

Section 4. No Board Member shall obligate the Board unless specifically authorized to do so by majority of the Board.

ARTICLE VII

Officers and Their Duties

Section 1.1 Officers. The elected officers of the Board shall consist of a Chairperson, First Vice Chairperson, Second Vice Chairperson, Board Secretary, Assistant Board Secretary, Treasurer and Assistant Treasurer.

Section 1.2 Term of Office. The officer shall be elected for a period of one (1) year and shall serve until the reorganization meeting following the reorganization meeting at which they were elected.

Section 1.3 Vacancy. In the event of death, resignation, or disqualification of an officer, a successor shall be elected in the manner prescribed by these by-laws as soon as practical to serve for the remainder of the unexpired term of office.

Section 2 Duties of the Chairperson of the Board. 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 2.1. The Chairperson shall provide general direction to the CEO working with the Pennsylvania Dairy Promotion Program for the purpose of implementing Board policy, by maintaining regular contact with the CEO. The Chairperson may consult with the Pennsylvania Department of Agriculture liaison assigned to the Pennsylvania Dairy Promotion Program to enlist support for the orderly completion of Pennsylvania Dairy Promotion Program.

Section 3 Duties of the First Vice Chairperson. Duties of the First Vice Chairperson shall be to preside over meetings and otherwise act in the place of the Chairperson in his/her absence, disqualification, desirability, or at his/her direction.

Section 3.1. Duties of the Second Vice Chairperson. Duties of the Second Vice Chairperson shall be to preside over meetings and otherwise act in the place of the Chairperson or the First Vice Chairperson in his/her absence, disqualification, desirability or at his/her direction.

Section 4 Duties of the Board Secretary. The duties of the Board 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, Committee members, staff, guests and Pennsylvania Department of Agriculture representatives present; (iii) a complete summary of all matters discussed, conclusions reached and resolutions

adopted plus the name of the member or members introducing and seconding the motion for adoption of each resolution, the vote by which each resolution is adopted, and in the event that 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 at the administrative office of the Program; (c) to mail or otherwise provide copies of the approved minutes of all meetings of the Board and Executive Committee to the Board members within 30 days; (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 all papers, documents, and other instruments on behalf of the Board. The Board Secretary may delegate such duties to an authorized agent, with Board approval, as necessary.

Section 4.1 Duties of the Assistant Board Secretary. Act as Board Secretary in his or her absence.

Section 5 Duties of the Treasurer. The duties of the Treasurer shall be: (a) to have record of all funds and property belonging to or under contract in the principal office of the Program; (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 to the Program; (d) to deposit, or cause to be deposited, all funds of the Program; (e) to cause an annual audit to be conducted pursuant to Article XV, Section 2 of these by-laws; to serve as Chairperson of the committee having responsibilities for accounting, finances and expenditures of the Board. The Treasurer may delegate such duties with Board approval.

Section 5.1 Duties of the Assistant Treasurer. Act as Treasurer in his or her absence.

ARTICLE VIII

Nominations and Elections

Section 1. Nominations for Chairperson, First Vice Chairperson, Second Vice Chairperson, Board Secretary, Assistant Board Secretary, Treasurer, Assistant Treasurer and Executive Committee members shall be made by members of the Program Board through a

secret, written ballot. The nominee receiving a majority of the votes by secret, written ballot shall be elected to the position for which the election was conducted.

ARTICLE IX

Executive Committee

Section 1. The Executive Committee shall consist of the Chairperson, First Vice Chairperson, Second Vice Chairperson, Board Secretary, Assistant Board Secretary, Treasurer, Assistant Treasurer and three (3) additional members elected by and from the Board.

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

Section 3. Minutes of Executive Committee Meetings shall be taken and distributed to all Board members.

ARTICLE X

Committees

Section 1 Standing Committees. The Chairperson shall appoint such Standing Committees as deemed necessary for the expeditious handling of the affairs of the Board. No committees, nor any member thereof, shall have any authority to commit the Board, except as otherwise authorized by the Board.

Section 2 Special Committees. Special committees may be appointed by the Chairperson and assigned duties necessary to handle specific matters the Board deems necessary. Special Committees shall have only such authority specifically granted to them by the Board and shall cease to exist upon completion of their assignment and presentation of report to the Board.

ARTICLE XI

Employees of the Board

Section 1. The Board may appoint, employ or contract for the services necessary to effectuate the terms and provisions of the Program.

Section 2. Any consultant, agent or employee appointed, elected or employed by the Board is appointed, elected or employed at will of the Board and is subject to termination by the Board at any time.

ARTICLE XII

Fidelity Bonds

Section 1. Chairperson of the Board, Treasurer and Assistant Treasurer, Board Secretary and authorized agent shall be placed under fidelity bond issued by a company authorized to do business in the Commonwealth of Pennsylvania. Such bond(s) shall be in the amount of \$250,000.00 or an appropriate amount as approved by the Board and premium on such bond(s) shall be paid from revenues of the Program.

ARTICLE XIII

Expenses

Section 1. Board 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. The members of the Board shall serve without compensation, but may be paid a per diem allowance as recommended by the Board pursuant to the Pennsylvania Agricultural Commodity Marketing Act as amended.

ARTICLE XIV

Amendments

Section 1. At least two-thirds of all Board members must approve amendments to these by-laws. Amendments must be presented in written form to Board members at least 15 days before being voted on.

ARTICLE XV

Miscellaneous Provisions

Section 1 Parliamentary Procedure. Parliamentary procedures shall be governed by "Roberts Rules of Order."

Section 2 Fiscal Year. The fiscal year of the Program shall be January 1 to December 31. A complete financial audit of the Program must be completed each year.

