



Potatoes USA

Bylaws

TABLE OF CONTENTS

ARTICLE I: NAME1
 Section 1.....1
ARTICLE II: PURPOSE.....1
 Section 1.....1
ARTICLE III: PRINCIPAL PLACE OF BUSINESS.....1
 Section 1.....1
ARTICLE IV: EXECUTIVE COMMITTEE OFFICERS AND THEIR DUTIES1
 Section 1.....1
 Section 2.....2
 Section 3.....2
 Section 4.....2
 Section 5.....2
 Section 6.....2
 Section 7.....3
ARTICLE V: EXECUTIVE COMMITTEE.....3
 Section 1.....3
 Section 2.....3
 Section 3.....3
 Section 4.....3
 Section 5.....3
 Section 6.....3
 Section 7.....4
 Section 8.....4
ARTICLE VI: ADMINISTRATIVE COMMITTEE.....4
ARTICLE VII: POTATOES USA BOARD4
 Section 1.....4
 Section 2.....4
 Section 3.....4
 Section 4.....4
 Section 5.....5
 Section 6.....5
 Section 7.....5
 Section 8.....5
 Section 9.....5
 Section 10.....5
 Section 11.....5

Section 12	6
Section 13	6
ARTICLE VIII: EMPLOYEES AND THEIR DUTIES	6
Section 1.....	6
Section 2.....	6
Section 3.....	7
Section 4.....	7
ARTICLE IX: MEETINGS	7
Section 1.....	7
Section 2.....	7
Section 3.....	7
Section 4.....	7
Section 5.....	8
Section 6.....	8
ARTICLE X: VOTING PROCEDURE.....	8
Section 1.....	8
Section 2.....	8
Section 3.....	8
Section 4.....	9
ARTICLE XI: COMMITTEES	9
Section 1.....	9
Section 2.....	9
Section 3.....	9
ARTICLE XII: PROCEDURE AND TRANSACTION OF BUSINESS.....	9
Section 1.....	9
ARTICLE XIII: POWERS AND DUTIES OF THE BOARD.....	9
Section 1.....	9
Section 2.....	10
ARTICLE XIV: EXPENSES.....	11
Section 1.....	11
Section 2.....	11
ARTICLE XV: AMENDMENTS.....	11
Section 1.....	11
ARTICLE XVI: EFFECTIVE DATE.....	12
Section 1.....	12

Bylaws
(This printing incorporates all amendments approved by the Board and USDA through March 25, 2024)

ARTICLE I: NAME

Section 1

The organization governed by these Bylaws shall be known officially as the National Potato Promotion Board, also doing business as Potatoes USA. The total program administered by Potatoes USA is the Potato Research and Promotion Plan [7 CFR §1207], hereinafter referred to as the "Plan."

ARTICLE II: PURPOSE

Section 1

The purpose of Potatoes USA, the Plan and these Bylaws shall be to implement the provisions of the Potato Research and Promotion Act, and to carry out a coordinated program both domestic and internationally of advertising, promotion, development, and marketing research for potatoes produced in and imported into the United States and to establish a fair and orderly procedure whereby adequate funds can be assembled to fulfill the provisions of this program.

ARTICLE III: PRINCIPAL PLACE OF BUSINESS

Section 1

Potatoes USA's principal place of business shall be at its office located in the greater metro area of Denver, Colorado.

ARTICLE IV: EXECUTIVE COMMITTEE OFFICERS AND THEIR DUTIES

Section 1

Potatoes USA's Executive Committee shall consist of a Chairperson and nine (9) Vice Chairpersons. During Spring Meeting, one of the nine Vice Chairpersons will be nominated and elected by the new Executive Committee as First Vice Chairperson, having expressed an interest to succeed as Chairperson the following fiscal year. The Chairperson of Finance shall also be the Secretary and the Treasurer. No more than one (1) of the Vice Chairpersons shall be elected from any one district, as defined in Article VII, Section 12, with the following exceptions: the Northwest district shall elect four (4) Vice Chairpersons, one from each of the two states with the largest production, the other two (2) shall be from any of the states within the district, and the North Central district shall elect two (2) Vice Chairpersons.

Section 2

The Vice Chairpersons shall be elected by the board for a period of one (1) year or until their successors are elected from among the qualified board members. The election shall be held during Spring Meeting, prior to the beginning of the new fiscal year. In the event of death, resignation, or disqualification of an Executive Committee member, a successor shall be elected by the board members from the applicable district as soon as practical to serve until the next Spring Meeting. In the event the departing member was the board Chairperson, the new Chairperson shall be elected by the Executive Committee from among the remaining Executive Committee members.

Section 3

The Chairperson's duties shall be to:

- Preside at all board meetings
- Call special board meetings when deemed necessary
- Call any meetings necessary of the Executive Committee and board and preside as Chairperson of such meetings
- Have general oversight of Potatoes USA affairs, and to perform all acts and duties usually incident to and required of a presiding officer
- Be an ex-officio member of all committees.

Section 4

One of the duties of the First Vice Chairperson shall be to act in place of the Chairperson in the Chairperson's absence, disqualification, disability, or at the Chairperson's direction. In the event of disqualification or disability of the Chairperson, the First Vice Chairperson shall assume the role of the Chairperson for the remainder of the one-year term; however, the First Vice Chairperson shall not be disqualified from serving a succeeding full one-year term.

Section 5

The Secretary's duties shall be to:

- Keep a complete record of the proceedings at all meetings of the board and Executive Committee
- Attest to all papers, documents, and other instruments on behalf of the board.

The Secretary may delegate such duties.

Section 6

The Treasurer's duties shall be to:

- Be responsible for the safekeeping of all funds and property belonging to or under control of Potatoes USA
- Keep regular books of account under the direction of Potatoes USA
- Deposit all funds of Potatoes USA, or under its control, in a bank or banks designated by the board

- Cause to be submitted to Potatoes USA and the Secretary of Agriculture each quarter a financial report which shall include a balance sheet, statement of receipts and disbursements, and comparison of expenses with the budget
- Be responsible for all insurance policies, including any fidelity bonds covering Potatoes USA's officers, employees, and agents.

The Treasurer may delegate such duties.

Section 7

Contracts involving program implementation and/or legal representation shall be signed on the board's behalf by any two (2) persons authorized by a board resolution. Checks shall be signed on Potatoes USA's behalf by use of a manual signature or stamp of the Treasurer's signature (a manual signature of the Chairperson will be used if the Treasurer becomes inaccessible) and one (1) additional manual signature of persons authorized by a board resolution.

ARTICLE V: EXECUTIVE COMMITTEE

Section 1

The Executive Committee shall consist of the elected Vice Chairpersons and, if appointed, the immediate Past-Chairperson.

Section 2

The Executive Committee shall be responsible for the conduct of duties and policies as outlined by Potatoes USA.

Section 3

The Executive Committee's term of office shall be one (1) year or until their successors are elected. There shall be no limit to the number of subsequent terms for any board member on the Executive Committee except the limitation upon them as a board member.

Section 4

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

Section 5

All Executive Committee meetings shall be in compliance with the provisions of Article IX.

Section 6

Two-thirds (2/3) of the voting members of the Executive Committee in office shall constitute a quorum for any Executive Committee meeting. However, a quorum must also be balanced by regions, prohibiting any one region from having the majority of votes at an Executive Committee meeting where less than a full attendance might alter the balance. All votes shall be decided by a simple majority of those in attendance or voting on the basis of one person

one vote. The procedure applicable to voting by e-mail, telephone, or virtual meeting shall also apply to voting by the Executive Committee. However, no proxy votes shall be used.

Section 7

The Executive Committee shall evaluate the performance of the President/CEO annually and make such recommendations as it deems appropriate.

Section 8

Potatoes USA's Chairperson shall be selected from the Executive Committee by secret ballot or open vote of the entire board at the Spring Meeting. The Chairperson shall be elected by a majority vote of the eligible votes. The particular office for each of the remaining Executive Committee members shall be designated by the newly elected Chairperson.

ARTICLE VI: ADMINISTRATIVE COMMITTEE

Pursuant to 7 CFR Part 1207, published on January 8, 2024, the Administrative Committee of Potatoes USA has been indefinitely suspended. The rule is effective as of February 7, 2024.

ARTICLE VII: POTATOES USA BOARD

Section 1

All board members except the public member and importer member(s) shall be potato producers in the state they represent.

Section 2

Each state shall be entitled to one (1) producer member on the board for each ten million (10,000,000) hundredweight of potato production or major fraction thereof produced within such state; provided, that each state shall be entitled to not less than one (1) member. Such membership shall be determined pursuant to §1207.320(b) of the Plan.

Section 3

A state that fails to nominate a member for appointment may be combined by action of the U.S. Department of Agriculture (USDA) with an adjacent state for the purpose of representation. However, the voting power of a member representing one or more additional states does not increase.

Section 4

The board shall hold, or cause to be held, nomination meetings within each state or area at which time the producers eligible to participate shall elect nominees to the board. All nomination procedures must be in accordance with the rules issued pursuant to the Plan and approved by the board.

Section 5

There shall be one (1) importer member for each ten million (10,000,000) hundredweight or major faction thereof of potatoes, potato products equivalent to fresh potatoes, and seed potatoes imported into the United States for the average three (3) preceding years as determined by the board's records. However, the number of importer members appointed to the board shall not exceed two (2).

Section 6

Importer members shall be nominated by importers of potatoes, potatoes products, and seed potatoes at a meeting(s) of such importers or by other communication means as necessary. The board shall hold, or cause to be held, nomination meetings of importers at which time the importers eligible to participate shall elect nominees to the board. All nomination procedures must be in accordance with the rules issues pursuant to the Plan and approved by the board.

Section 7

The board shall meet at least six (6) months prior to the expiration of the public member's term of office to nominate a public member from among the districts' and importers' nominees. The public member shall have no direct financial interest in the commercial production or marketing of potatoes except as a consumer and shall not be a director, stockholder, officer, or employee of any firm so engaged. In addition, the public member shall not be an employee, retiree, or family member of any employee or retiree of Potatoes USA or USDA. The Secretary of Agriculture may appoint a public member if the board does not, pursuant to the Plan §1207.320(f).

Section 8

Nominations shall be provided to the Secretary of Agriculture by November 1st of each year.

Section 9

Appointments to the board shall be for a three (3) year term and until successors are nominated and appointed. In the event a state loses a member due to a decrease in production, the member with the longest remaining membership eligibility shall resign from the board. If more than one (1) board member has the longest remaining membership eligibility, the member to resign will be decided by drawing a name from a box containing the names of those board members involved.

Section 10

Nominees to the board must not be in default of payment of assessments.

Section 11

No board member shall serve more than two (2) full consecutive three (3) year terms. A board member appointed to complete the remainder of an unexpired term of office of a vacant position may be eligible to serve two (2) full consecutive three (3) year terms.

Section 12

For administrative purposes, the fifty (50) states of the United States shall be divided into six (6) districts. The districts shall be as follows:

- Northeast – Pennsylvania, New Jersey, New York, Connecticut, Maine, Massachusetts, Rhode Island, Vermont and New Hampshire
- Southeast – Louisiana, Arkansas, Mississippi, Tennessee, Kentucky, Alabama, Florida, Georgia, South Carolina, North Carolina, West Virginia, Virginia, Maryland and Delaware
- North Central – Ohio, Indiana, Illinois, Missouri, Iowa, South Dakota, North Dakota, Minnesota, Wisconsin and Michigan
- South Central – Kansas, Colorado, New Mexico, Oklahoma, Texas, Wyoming and Nebraska
- Northwest – Montana, Idaho, Oregon, Washington and Alaska
- Southwest – Arizona, California, Nevada, Utah and Hawaii.

Section 13

Newly appointed board members must accept their position by writing a letter to the Secretary of Agriculture or by any other means accepted by the U.S. Department of Agriculture.

ARTICLE VIII: EMPLOYEES AND THEIR DUTIES

Section 1

The Executive Committee may hire a President/CEO (who shall also serve as the Assistant Secretary and the Assistant Treasurer), determine terms and conditions of employment, and shall have the authority to terminate the employment. Executive Committee shall have responsibility for the creation of employee positions as the Executive Committee may designate. The Executive Committee may provide by contract for management services, in which case such management must designate one (1) individual who shall serve as President/CEO.

Section 2

Subject to the general supervision of the board, the President/CEO shall:

- Employ, supervise, and be responsible for the discharge of all Potatoes USA employees
- Be responsible for all notices Potatoes USA is required to give
- Assemble, compile, and analyze all information necessary in connection with the performance of official Potatoes USA duties
- Prepare all resolutions setting forth actions of Potatoes USA
- Be responsible to the board at all times for the proper administration of Potatoes USA activities.

Section 3

The President/CEO, serving as Assistant Secretary and Assistant Treasurer, under the general supervision of the Secretary and Treasurer, respectively, shall perform such duties as the Secretary and Treasurer may authorize and direct, including the:

- Preparation and maintenance of minutes of all meetings
- Co-signing of contracts and checks on behalf of the board
- Collection and deposit of all funds due to Potatoes USA
- Maintaining the books of account.

Section 4

The President/CEO shall ensure the performance of all employees in relation to their official duties and responsibilities is evaluated annually. Under the supervision of the Executive Committee, salary adjustments and compensation for employees shall be the responsibility of the President/CEO.

ARTICLE IX: MEETINGS

Section 1

The Board shall hold its Spring Meeting at Potatoes USA's principal office, unless otherwise directed by the Chairperson. The date of the Spring Meeting shall be at the discretion of Potatoes USA.

Section 2

Special meetings of the board may be held whenever called by the Chairperson, or by a Vice Chairperson acting in the Chairperson's stead, or by joint call of fifty (50) percent or more of the board members. Any and all business coming before the board may be transacted at such special meetings.

Section 3

Meetings may be held at locations that are selected for the convenience of the board members or for enhancement of relations with program participants. Attendance may be in-person, by telephone, or by virtual meeting. Virtual meeting means the attendee uses video and/or audio to link up to the meeting. An attendee participating by telephone or virtual meeting must be able to hear all deliberations and make comments freely and immediately.

Section 4

Notice of all meetings, together with a written agenda, shall be sent by email to each member of the board at the member's last known email address. Such notices will be sent at least fourteen (14) days prior to the meeting date; provided, that in case of a circumstance requiring immediate action, all possible advance notice will be given by telephone or e-mail without regard to the fourteen (14) day requirement. The Secretary of Agriculture shall be given the same notice as board members.

Section 5

The regular order of Board business, unless otherwise determined by the Chairperson, shall be as follows:

- Roll call
- Approval of previous meeting minutes
- Action on written agenda matters
- New business

Section 6

All Potatoes USA proposals, programs 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, as a body, shall constitute Potatoes USA policy and shall remain as such until amended by board action.

ARTICLE X: VOTING PROCEDURE

Section 1

Voting by the board shall be on the basis of a "Yea" and "Nay," except that any board member may request and obtain a roll call vote by production as provided for under the Plan in which each State [or district or group of states that has a member on the board] shall be entitled to not less than one (1) vote for any production up to one million (1,000,000) hundredweight, plus one (1) additional vote for each additional one million (1,000,000) hundredweight of production, or major fraction thereof. Production shall be determined pursuant to the Plan. Importers shall be entitled to not less than one (1) vote for any import volume up to one million (1,000,000) hundredweight plus one (1) additional vote for each additional one million (1,000,000) hundredweight, or major fraction thereof, of import volume pursuant to the Plan. The casting of votes for each state shall be determined by the board members from that state and the casting of votes on the volume of imports shall be determined by the importer members.

Section 2

Any vote taken by mail, e-mail, telephone, or virtual meeting shall cover only non-controversial matters which do not require deliberation and the exchange of views or matters which require immediate action when it would be impossible or impractical to call an assembled board meeting. Such votes shall be taken only upon the Chairperson's order, and a record of the vote taken shall become a part of the official board minutes. Votes taken by telephone or virtual meeting shall be confirmed in writing or via email.

Section 3

Voting by proxy on questions to be decided at any official meeting of Potatoes USA shall be permissible and subject to the provisions of this section. Board members with a certified proxy may vote in addition to their own vote. Such additional votes is equal to the number of certified proxies the board member has in their possession, provided each proxy is separately prepared and its powers are specifically delegated to a specified meeting and

time period, and provided further each proxy and its attendant vote have been approved by an officer of Potatoes USA and a representative from USDA, if there is one present. All proxies shall be exercised only on prescribed forms approved by the board.

Section 4

On the authority of the Plan §1207.325(b), the presence of a majority of the board members in office shall constitute a quorum for any official Potatoes USA meeting.

ARTICLE XI: COMMITTEES

Section 1

Upon board authorization, the Chairperson shall appoint an Advisory Committee which may be composed of people other than board members.

Section 2

Upon board authorization, the Chairperson shall appoint such subcommittees and their respective Vice Chairperson(s) as deemed necessary.

Section 3

Each board Advisory Committee, committee, and/or subcommittee of the board shall meet at the call of the committee's chairperson with the consent of the board Chairperson. No committee, nor any member thereof, shall have the authority to obligate Potatoes USA or the board. In the Secretary or Assistant Secretary's absence, the committee's chairperson shall arrange for and authenticate the committee meeting minutes.

ARTICLE XII: PROCEDURE AND TRANSACTION OF BUSINESS

Section 1

Potatoes USA and its committees shall be governed in their deliberations and the transaction of business by these Bylaws, the Rules and Regulations and the provisions of the Plan. Any matter of procedure not covered by these Bylaws shall be governed by the Robert's Rules of Order Newly Revised, 12th edition, by General Henry M. Robert, III, Daniel H. Honemann, and Thomas J. Balch or such other comparable publication as may be determined by the Executive Committee from time to time. No person who is not a board 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 board or its committees and subcommittees unless authorized by the board's Chairperson or a committee's chairperson.

ARTICLE XIII: POWERS AND DUTIES OF THE BOARD

Section 1

No officer, member, employee, or agent of Potatoes USA or the board shall have the

authority to obligate Potatoes USA 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 board to disapprove of the same and, upon disapproval by the board, shall be deemed null and void to such extent as the board may determine. The board shall have, in addition to other provisions hereof, the following powers, subject to the provisions of the Plan:

- Administer the provisions of the Plan in accordance with its terms and conditions
- Make rules and regulations to effectuate the terms and conditions of the Plan
- Receive, investigate, and report to the Secretary complaints of violations of the Plan
- Recommend to the Secretary amendments to the Plan.

Section 2

The board shall have the following duties:

- Meet and organize and to select from among its members a Chairperson and such other Vice Chairpersons as may be necessary
- Select committees and subcommittees of board members
- Nominate the public member
- Adopt such rules for the conduct of its business as it may deem advisable
- Establish advisory committees of persons other than board members
- Protect the handling of Potatoes USA funds through fidelity bonds
- At the beginning of each fiscal period, prepare and submit to the Secretary of Agriculture for their approval a budget on a fiscal period basis of the anticipated expenses in the administration of the Plan including the probable costs of all programs or projects and to recommend a rate of assessment with respect thereto
- Create programs and projects for the development and carrying out of programs or projects or research, development, advertising or promotion and the payment of the costs thereof
- Maintain minutes, books, and records which clearly reflect all of the acts and transactions of the board
- Promptly report minutes of each board meeting to the Secretary
- Cause the books of Potatoes USA to be audited by a certified public accountant at least once each fiscal period, and at such other time as the board may deem necessary
- Make available all audit reports for inspection by producers, handlers, and importers
- Cause to be given to the Secretary of Agriculture the same notice of meetings of the board and its subcommittees as is given to its members
- Act as intermediary between the Secretary of Agriculture and any producer, handler, or importer
- Furnish the Secretary of Agriculture such information as they may request

- Cause to be prepared and submit to the Secretary of Agriculture such reports from time to time as may be prescribed by the Secretary of Agriculture for appropriate accounting with respect to the receipt and disbursement of funds entrusted to the board

ARTICLE XIV: EXPENSES

Section 1

Members of the board, other committees, subcommittees, or employees, 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 a per diem allowance to cover such expenses.

Section 2

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 report will be supplied by Potatoes USA for use in filing claims. All such claims for reimbursement shall be filed within sixty (60) days following the date the expenses were incurred. Reimbursable expenses may include the following, subject to specific policies from time to time established or modified by Potatoes USA which may limit or exclude any item from reimbursement:

- Mileage for vehicle travel at a rate to be determined by the Internal Revenue Service (IRS)
- Transportation charges of a common carrier (lowest fares available must be utilized on domestic flights)
- Bridge and highway tolls, tips, parking, or other charges incidental to transportation, but excluding fuel, oil, auto repairs or service
- Meals while engaged Potatoes USA business or the General Services Administration (GSA) per diem rate
- Hotel or motel room charges when Potatoes USA business requires the claimant to be away from their place of residence overnight
- Incidental expenses which are incurred in the performance of Potatoes USA business, all such expenses to be adequately explained and/or verified.

ARTICLE XV: AMENDMENTS

Section 1

Potatoes USA may amend these Bylaws at any board meeting in accordance with the prescribed voting procedure. Not less than a fifteen (15) day notice shall be given to all board members that such amendment will be considered.

ARTICLE XVI: EFFECTIVE DATE

Section 1

These Bylaws and any amendments thereto shall become effective immediately upon adoption by Potatoes USA.