

**BY-LAWS OF  
U.S. Highbush Blueberry Council (Council)**

**ARTICLE I  
NAME AND AUTHORITY**

**SECTION 1.** The organization governed by these By-Laws shall be known officially as the U.S. Highbush Blueberry Council (Council). The total program administered by the Council is the Blueberry Promotion, Research, and Information Order (Order) [7 CFR 1218]. The Council and Order are authorized by the Commodity Promotion, Research, and Information Act of 1996 [7 U.S.C. 7411-7425].

**SECTION 2.** The Council is an instrumentality of the U.S. Department of Agriculture (Department) and makes 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.

**ARTICLE II  
PURPOSE**

**SECTION 1.** The purpose of the Council shall be to carry out an effective national program of promotion, research, consumer information and industry information for blueberries and to establish a fair and orderly procedure whereby adequate funds can be assembled to fulfill the provisions of this program, under the Act, the Order, Department policies, and these By-Laws.

**ARTICLE III  
PRINCIPAL PLACE OF BUSINESS**

**SECTION 1.** The Council principal place of business shall be at its office located in Folsom, California.

## **ARTICLE IV**

### **OFFICERS AND THEIR DUTIES**

**SECTION 1.** The Council's officers shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer.

**SECTION 2.** The officers shall be elected by the Council for a term of one (1) year from among the qualified Council members. The election shall be held during the regular Annual Meeting prior to the beginning of the fiscal year, except for the initial election, which shall be held at the Council's organizational meeting. Officers are eligible to be elected for multiple terms. In the event of death, resignation, or disqualification of 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 Board 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 and (b) attest to all papers, documents, and other instruments on behalf of the Council. The Secretary may delegate such duties to the Council's staff. 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 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 Council's staff.

**SECTION 8.** Contracts shall be signed on the Council's behalf by any two (2) persons authorized by Council resolution. Checks shall be signed on the Council's behalf by use of an actual or mechanical signature of the Treasurer (an actual or mechanical signature of the Chairperson will be used if the Treasurer becomes inaccessible) and one additional actual signature of persons authorized by Council resolution.

**SECTION 9.** In addition to recommending the slate of USHBC officers, the USHBC Industry Relations Committee also has the responsibility of identifying candidates for the USHBC Handler, Importer, Exporter and Public member positions and providing recommendations for members and alternates for each of these four positions. Recommendations are made to the Council at the USHBC Spring Meeting of each election year. The nomination and election procedure timeline for these four positions is detailed in Addendum #1 of the USHBC By-Laws.

## **ARTICLE V**

### **EXECUTIVE COMMITTEE**

**SECTION 1.** The Executive Committee shall consist of the elected officers, one additional Council member, and the immediate past Chairperson (non-voting).

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

**SECTION 3.** The term of office for Executive Committee members 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. The Executive Committee acts as the primary contact with the Council Administrator (Executive Director) and provides the Administrator with advice, guidance and/or direction during times when the Council is not in session. When the USHBC is not in session the Executive Committee has the authority to approve actions concerning the day to day operation of the Council and to approve Council activities presented by the various USHBC committees, industry members, vendors or staff as long as the activity and/or action does not obligate funding beyond previously approved Council budget categories (including unallocated reserves); does not exceed a Council commitment of more than \$25,000 in funds; and does not obligate the Council for more than one year. Any action beyond pre approved budget

levels; committing more than \$25,000 in USHBC funds; or a multi-year activity must receive full approval by the Council.

**SECTION 5.** All Executive Committee meetings shall be conducted in compliance with the provisions of Article VIII of these Bylaws and § 1218.45 of the Order. 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. The procedures applicable to the Council in Article VIII, Section 1 and 2 for voting by mail, telephone, electronic mail, facsimile, or any other means of communications 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 Executive Director and shall review this contract annually. The Executive Committee shall annually evaluate the performance of the Executive Director with input from the Department and report the results to the Council.

## **ARTICLE VI**

### **EMPLOYEES AND THEIR DUTIES**

**SECTION 1.** The Council may hire an Executive Director (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 Executive Director 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 Executive Director shall ensure compliance with all provisions and requirements of the Act, Order, and these By-Laws.

**SECTION 4.** The Executive Director, 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 to the Council; (c) keeping of books of account; and (d) co-signing of contracts and checks on the Council behalf.

**SECTION 5.** The Executive Director shall ensure the performance of Council employees in relation to their duties and responsibilities, including knowledge of the Act, Order, rules and regulations, and Department policy.

## **ARTICLE VII** **MEETINGS**

**SECTION 1.** The Council shall hold its Annual Meeting before the beginning of each fiscal period, which begins on January 1 of each year.

**SECTION 2.** Other 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.** At a properly convened meeting, a simple majority of Council members shall constitute a quorum.

**SECTION 4.** Meetings may be held at locations for the convenience of the Council members or for enhancement of relations with program participants.

**SECTION 5.** Notice of all meetings, together with a written agenda, shall be mailed, e-mailed, or faxed to each member of the Council. Such notice will be made 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 6.** 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 7.** 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 VIII** **VOTING PROCEDURES**

**SECTION 1.** All votes shall be cast in person, and each member shall have one vote.

**SECTION 2.** 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 if supported by one vote more than 50 percent of the members by mail, telephone, electronic mail, facsimile, or any other means of communication. In such event, all members and the Secretary of Agriculture must be notified, and all members shall be 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. All such votes shall be recorded in Council minutes. Votes taken by telephone shall be confirmed promptly in writing.  
[§ 1218.45(f)]

## **ARTICLE IX** **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 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 with the exception of the Executive Committee as detailed in Article V, Section 4. In the absence of the Secretary or Administrative Secretary, the committee chairperson shall arrange for and authenticate the committee meeting minutes.

## **ARTICLE X** **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 XI**  
**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. [§ 1218.75]

**ARTICLE XII**  
**PROCEDURE AND TRANSACTION OF BUSINESS**

**SECTION 1.** The Council shall be governed in its deliberations and in the transaction of business by these By-Laws and the provisions of the Order and the Act. Any matter of procedure not covered by these By-Laws shall be governed by The Standard Code of Parliamentary Procedure.

**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 XIII**  
**POWERS OF THE COUNCIL**

**SECTION 1.** Any officer, agent, 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 XIV**  
**EXPENSES**

**SECTION 1.** Council members, alternates, committee members, or employees, when acting on authorized business, shall be reimbursed for necessary and reasonable expenses incurred by them in the performance of their duties as stated in our policy statement.

**SECTION 2.** The Treasurer shall approve all expense vouchers of the Executive Director. The Executive Director will approve all other member, alternate, committee member, and vendor expenses as well as those of Council employees under the supervision of the Executive Director.

**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 30 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, however should a claim for automobile mileage reimbursement exceed \$400, the round trip cost by auto will be compared to the most recent and lowest round trip price available for airfare to and from these same locations, and the lower of these two costs will be awarded to the claimant; (b) transportation charges of a common carrier (when available, coach service must be utilized for 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, unless the Council elects to allocate a monetary per diem payment in lieu of actual meal expenses. (Note: when a meal claim is made by one traveler for multiple travelers engaged in Council business, the name of all those travelers must be listed on the claimants expense claim or meal receipt); (e) hotel or motel room charges when Council business requires the claimant to be away from the member's or employee's 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.

## **ARTICLE XV AMENDMENTS**

**SECTION 1.** The Council may amend these By-Laws at any Council meeting by an affirmative vote of no less than seven (7) members.

**SECTION 2.** All Council members and the Secretary of Agriculture shall be notified at least twenty (20) days in advance that an amendment will be considered.

## **ARTICLE XVI EFFECTIVE DATE**

**SECTION 1.** These By-Laws and any amendments thereto shall become effective immediately upon adoption by the Council with the approval of the Secretary of Agriculture.

Approved by the Council – April 22, 2002

# USHBC BY-LAW ADDENDUMS

## ADDENDUM 1

### **HANDLER, IMPORTER, EXPORTER and PUBLIC MEMBER NOMINATION and ELECTION PROCEDURE**

The nomination and election procedure for USHBC Handler, Public Member, Importer and Exporter members and alternates follows: *(Note- USHBC Elections are handled in two separate years. Election of regional members, importer, exporter and public member take place one year and election of state representatives and handler take place the following year.)*

#### **OCTOBER** (USHBC Fall Meeting)

- USHBC Industry Relations Committee begins to develop list of candidates for member and alternate positions to be elected in the next year for seating the following year. Final list of recommended candidates to be completed by Industry Relations Committee by January and submitted to USHBC Executive Committee for comment by February. USHBC Industry Relations Committee announces search for candidates in October issue of USHBC Bluespaper. Nominations close December 31. Notice also posted on USHBC website.

#### **NOVEMBER/DECEMBER**

- USHBC Industry Relations Committee announces search for candidates in the November and December issues of the USHBC Bluespaper. Notice also posted on USHBC website. Nominations close December 31. Prospective nominees provided with USHBC nomination application form to complete and send to USHBC office prior to December 31 deadline.

#### **JANUARY**

- USHBC Industry Relations Committee finalizes list of candidates. List, with Industry Relations Committee recommendations for member and alternate, sent to USHBC Executive Committee for comment by mid February.

#### **FEBRUARY**

- Based on USHBC Executive Committee comment, USHBC Industry Relations Committee finalizes list of candidates to be recommended by the USHBC Industry Relations Committee to Council Members at the Spring Meeting.

#### **MARCH** (USHBC Spring Meeting)

- USHBC Industry Relations Committee presents final list of recommended nominees to Council.
- Council nominates member/alternate at Spring Meeting and submits list of nominees (two for each position) to U.S. Secretary of Agriculture for final appointment. Council indicates choice for member and alternate on list submitted to Secretary. Nominees issued background forms to be completed and submitted to the USHBC no later than April 1.

### **APRIL**

- Completed nominee background forms sent to USDA for Secretary appointment. Secretary to make final selections by September.

### **SEPTEMBER**

- Based on election results and final appointments by Secretary, USHBC Industry Relations Committee finalizes recommended slate of candidates for USHBC officer positions for seating January 1. All officers, with the exception of Assistant Treasurer and Past Chairman, must hold member positions on the USHBC. Note: Officers (*Chairman, Vice Chairman, Treasurer, Assistant Treasurer, Secretary and Past Chairman*) hold one-year terms and can be elected for up to four consecutive one-year terms. Whenever possible the Vice Chairman will move up to the Chairman position once the Chairman has completed his or her terms of eligibility. Chairman moves to Past Chairman position once their term has been completed.

### **OCTOBER** (USHBC Fall Meeting)

- Based on Industry Relations Committee recommendations, the USHBC makes final selection of officers to be seated January 1.

### **JANUARY 1**

- Newly appointed members and alternates assume USHBC positions and begin their three-year term. Newly selected USHBC officers assume positions and are formally seated at Spring USHBC meeting.

## **ADDENDUM 2**

### **USHBC PROMOTIONAL AGENCY POLICY**

Promotional agencies under contract with the USHBC to conduct market promotion activities will not offer services to any other berry organization while working with the USHBC. Should an agency be approached by another berry organization, the agency will direct the inquiry to the USHBC Promotion Committee for initial consideration and to the USHBC Council for final decision.

The USHBC Promotion Committee will use the following criteria to determine whether to agree to share promotional services with other groups.

1. Is the requesting group in direct competition with the highbush blueberry industry?
2. Is the group currently paying assessment to the USHBC through domestic assessments or import assessments?
3. Is the group requesting assistance for a specific project, or are they seeking long-term services from the promotional agency?
4. By allowing these services, will the USHBC be able to expand its current market promotion efforts? Will the group's activities mirror USHBC activities in the United States?
5. If the group is a blueberry organization, will they be willing to follow a generic, non-branded, marketing theme in activities they conduct in the U.S. and refrain from segmenting the blueberry category? (*Note- Country of origin or brand identification would be allowed in activities outside of the United States.*)
6. If the berry group is not a blueberry group, would they be willing to conduct activities without direct comparisons to blueberries and refrain from activities that do not support the berry category as a whole?
7. Would the addition of activities conducted for this new group dilute the amount of time and effort the agency can devote to the USHBC? If so, is the agency willing to add staff to accommodate this additional work, at no cost to the USHBC, and would those currently assigned to the USHBC account remain on the account?
8. Is the group willing to provide updates to the USHBC on their activities and the progress of their market development program?
9. Is the group willing to conduct activities with the promotional agency on a year-to-year basis with yearly approvals required by the USHBC for continuation?
10. Access to and any costs associated with use of past and/or present promotional materials developed by the USHBC and requested by an organization (brochures, recipes, point-of-sale, etc.) will be considered by the Committee on a case-by-case basis.

## **ADDENDUM 3**

### **U.S. Highbush Blueberry Council Ethics Policy**

#### **Overview**

The purpose for this ethics policy is to establish a culture of openness, trust and integrity in all U.S. Highbush Blueberry Council (USHBC) business practices. Effective ethics is a team effort involving the participation and support of every USHBC member, alternate, committee member and employee.

The U.S. Highbush Blueberry Council is committed to protecting employees, volunteers,

partners, vendors, the Council and blueberry consumers from illegal or damaging actions by individuals, either knowingly or unknowingly. The USHBC is committed to conducting all our activities with the highest standards of ethical conduct.

The USHBC will not tolerate any wrongdoing or impropriety at anytime, and will take the appropriate measures to act quickly in correcting the issue if the ethical code is broken. Any infractions of this code of ethics will not be tolerated.

### **USHBC Mission**

The U.S. Highbush Blueberry Council is a national research and promotion program that functions with the oversight of the U.S. Department of Agriculture. Our mission is to encourage domestic and international consumption of highbush blueberries through market promotion as well through the support and communication of health related blueberry research.

### **Purpose of Ethics Policy**

Our purpose for authoring a publication on ethics is to emphasize the employee, council member, council alternate, committee member and consumer expectation to be treated to fair business practices. This policy will serve to guide business behavior to ensure ethical conduct.

### **Scope of Ethics Policy**

This policy applies to employees, members, alternates, committee members, contractors, consultants, temporaries, and all other workers involved with the USHBC, including all personnel affiliated with third parties.

### **USHBC Code of Ethics**

#### USHBC Executive Commitment to Ethics

- The USHBC Executive Committee and Executive Director must set a prime example of ethical practices. In any business practice, honesty and integrity must be top priority for USHBC executives.
- Executives must have an open door policy and welcome suggestions and concerns from employees, members, alternates and committee members. This will allow employees and members to feel comfortable discussing any issues and will alert executives to concerns within the work force or within the USHBC.
- Executives must disclose any conflict of interest in regard to their position with the U.S. Highbush Blueberry Council

#### USHBC Employee Commitment to Ethics

- USHBC employees will treat everyone fairly, have mutual respect, promote a team environment and avoid the intent and appearance of unethical or compromising practices.
- Every employee needs to apply effort and intelligence in maintaining ethics value.
- Employees must disclose any conflict of interest with regard to their position within the USHBC

- Employees will help the USHBC to increase blueberry industry member, vendor and consumer satisfaction by being attentive to needs, providing quality service and timely response to inquiries.

#### USHBC Awareness

- Promotion of ethical conduct within interpersonal communications of employees as well as council members, alternates and committee members will be encouraged. The USHBC will promote a trustworthy and honest atmosphere to reinforce the vision of ethics within the Council.

#### Maintaining Ethical Practices

- The USHBC will reinforce the importance of the integrity message and the tone will start at the Executive level. Every employee and USHBC member, alternate and committee member needs to consistently maintain an ethical stance and support ethical behavior.
- Employees, members, alternates and committee members of the U.S. Highbush Blueberry Council should encourage open dialogue, get honest feedback and treat everyone fairly, with honesty and objectivity.
- Concerns regarding the ethical code are to be addressed to the USHBC Executive Director or to the members of the USHBC Executive Committee.

#### Unethical Behavior

- The USHBC will avoid the intent and appearance of unethical or compromising practice in relationships, actions and communications.
- The USHBC will not tolerate harassment or discrimination. Unauthorized use of USHBC market, promotion, operational, personnel, financial, technical information or administrative material integral to the success of the USHBC will not be tolerated.
- The USHBC will not permit impropriety at any time and we will act ethically and responsibly in accordance with laws.
- USHBC employees or members, alternates and committee members will not use USHBC assets or business relationships for personal use or gain.

#### **USHBC Diversity Statement**

The USHBC has adopted a diversity outreach plan to attempt to achieve a diverse representation on the Council. USHBC programs and meetings are open to all individuals. The USHBC prohibits discrimination in all its programs and activities on the basis of race, color, national origin, sex, religion, age, disability, political beliefs, sexual orientation, genetic information, parental status and marital or family status. The USHBC fully complies with any and all applicable Federal, State, and local equal employment opportunity statutes, ordinances and regulations, including, but not limited to Title VII of the Civil Rights Act of 1964; the Americans with Disabilities Act of 1990; the Age Discrimination in Employment Act of 1967; and the Equal Pay Act of 1963. Persons with disabilities who require alternative means for communication of program information (Braille, large print, audiotape, etc.) should contact the USHBC office at (916) 983-0111.

To file a complaint of discrimination, write to USDA, Director, Office of Civil Rights, 1400 Independence Avenue, SW, Washington D.C. 20250-9410 or call 800-795-3272 (voice) or 202-720-6382 (TDD).

### **Enforcement of Ethics Policy**

Any infractions of this code of ethics will not be tolerated and the U.S. Highbush Blueberry Council will act quickly in correcting the issue if the ethical code is broken.

Any employee or member found to have violated this policy may be subject to disciplinary action, up to and including termination of employment or membership.

## **ADDENDUM 4**

### **U.S. Highbush Blueberry Council Whistleblower Policy**

This Whistleblower Policy of the U.S. Highbush Blueberry Council (USHBC): (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Organization; (2) specifies that the Organization will protect the person from retaliation; and (3) identifies where such information can be reported.

**1. Encouragement of reporting.** The Organization encourages complaints, reports or inquiries about illegal practices or serious violations of the Organization's policies, including illegal or improper conduct by the Organization itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the Organization has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Organization's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

**2. Protection from retaliation.** The organization prohibits retaliation by or on behalf of the Organization against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The organization reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

3. **Where to report.** Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the USHBC Executive Director or USHBC Chairman; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the USHBC Vice Chairman. The Organization will conduct a prompt, discreet and objective review or investigation. The Organization will keep the Agricultural Marketing Service informed of reports, inquiries and complaints. Staff or volunteers must recognize that the Organization may be unable to fully evaluate a vague or general compliant, report or inquiry that is made anonymously.

## **ADDENDUM 5**

### **U.S. Highbush Blueberry Council Document Retention and Destruction Policy**

This Document Retention and Destruction Policy of the U.S. Highbush Blueberry Council (USHBC) identifies the record retention responsibilities of staff, volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of the Organization's documents and records.

**1. Rules.** The Organization's staff, volunteers, members of the Board of Directors and outsiders (i.e., independent contractors via agreements with them) are required to honor these rules: (a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the Human resources, Legal or administrative staffs/departments or their equivalents; (b) all other paper documents will be destroyed after three years; (c) all other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year; and (d) **no paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.**

#### **2. Terms for retention.**

a. Retain permanently:

*Governance records* - Charter and amendments, Bylaws, other organizational documents, governing Council and committee minutes.

*Tax records* - Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.

*Intellectual property records* - Copyright and trademark registrations and samples of protected works.

*Financial records* - Audited financial statements, attorney contingent liability letters.

b. Retain for ten years:

*Pension and benefit records* – Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records.

*Government relations records*

- c. Retain for seven to ten years:

*Financial records*- Bank statements, audit reports, handler reports, compliance cases.

- d. Retain for six years:

*Nomination information*- applications, ballots, results, etc.

- e. Retain for five years:

*Employee/employment records* - Employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, documentation of basis for independent contractor status (retain for all current employees and independent contractors and for three years after departure of each individual).

*Lease, insurance, and contract/license records* – Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consulting agreements, and all other agreements (retain during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement)

- f. Retain for three years:

*All other electronic records, documents and files* – Correspondence files, past budgets, publications, employee manuals/policies and procedures, survey information, marketing plans, promotional materials.

- 3. Exceptions.** Exceptions to these rules and terms for retention may be granted only by the USHBC Executive Director or USHBC Chairman.

## **ADDENDUM 6**

### **U.S. Highbush Blueberry Council Diversity Outreach Plan**

**Approved by USHBC—October 5, 2002**

#### **GOAL:**

Through the U.S. Highbush Blueberry Council (USHBC) Diversity Outreach Plan, the USHBC will strive to achieve a diverse representation on the Council by encouraging women and minorities to consider member and/or alternate positions on the Council.

**USHBC POLICY:**

To achieve diversification, the following provision will become Council policy:

*USHBC programs are open to all individuals without regard to race, color, national origin, gender, religion, age, disability, sexual orientation, marital or family status, political beliefs, parental status, or protected genetic information. It is USHBC policy that membership on the Council and its committees reflect the diversity of individuals served by its programs. To accomplish this objective, the USHBC will strive to attain representation of growers and other industry participants from diverse backgrounds on the Council and USHBC committees. To this end, the USHBC strongly encourages women, minorities and persons with disabilities to seek nominations to the USHBC and to participate in Council and USHBC committee activities.*

**ADMINISTRATION and OVERSIGHT:**

The USHBC Industry Relations Committee met on October 4, 2002 to develop the USHBC Diversity Outreach Plan. The USHBC staff will carry out the administration of this plan with direct supervision by the USHBC Chairman and USHBC Industry Relations Committee Chair. USHBC members and alternates, as well as staff, are to be briefed on the plan and directed to work toward its successful implementation.

**DIVERSITY OUTREACH STRATEGY:**

To accomplish our diversity goals, the following steps will be taken:

1. The USHBC will issue a press release announcing the adoption of the USHBC Diversity Outreach Plan. This release will be mailed to the current USHBC Media List, Co-Op Extension Head Office List, USHBC List of Blueberry Extension Agents and the North American Blueberry Council Member List. The release will also be posted on the USHBC website at [www.ushbc.org](http://www.ushbc.org) and included in the next issue of the USHBC grower newsletter.
2. A notice defining the USHBC diversity policy and encouraging representation on the Council and USHBC committees, which is reflective of the blueberry industry, will be included in all USHBC news releases announcing USHBC nominations and elections. This notice will also be posted on the USHBC website, mailed to those publications and organizations listed in item #1 above, included in nomination packet mailings to all industry members currently listed on the USHBC mailing list as well as highlighted in the actual USHBC nomination form.
3. USHBC ballots will include an area for “write-in” candidates and the USHBC diversity policy statement will be prominently featured in the “write-in” section of the ballot.
4. The USHBC Industry Relations Committee will work with current USHBC members, alternates and committee members to insure that state or international organizations making nominations to the USHBC will follow the USHBC diversity policy.

5. Whenever appropriate, the USHBC representatives will discuss USHBC diversity objectives as part of their USHBC presentations to grower groups and other industry members.
6. To encourage industry attendance and participation, the USHBC will schedule biannual meetings in one of four regions on a revolving basis. Fall meetings will alternate between locations in the Midwest and East while Spring meetings will alternate between locations in the South and West. Meeting dates and times will be posted on the USHBC website, in the USHBC grower newsletter and detailed in a press release distributed to the USHBC media mailing list.
7. The USHBC will seek the assistance of the USDA's Farm Service Agency in identifying potential USHBC nominees.
8. The USHBC will monitor and keep the USDA informed of the level of USHBC diversity on an ongoing basis, making adjustments to this plan as necessary to achieve our goal.

## **ADDENDUM 7**

### ***“Rely on Blueberries”- The Corporate Social Responsibility Statement Of The U.S. Highbush Blueberry Council***

Members of the U.S. Highbush Blueberry Council (USHBC) believe in several core values related to the responsible stewardship of the resources with which we are entrusted. In order to fulfill our responsibilities in accordance with these values we will strive to:

- Promote sustainable practices in agriculture, balancing the needs of consumers with the needs of the land and the industry.
- Contribute to an important agricultural economy that must be self-supporting and profitable.
- Recognize the interdependence of our growing, handling and marketing activities with customers, regulators, neighbors, suppliers, employees and others who support and permit our work.
- Enjoy and foster diversity in all its positive forms, from the crops we grow to the membership in our blueberry community.
- Encourage the sharing of information to provide participants in the industry and our consumers the knowledge they need to make good choices about all aspects of their enjoyment of blueberries.
- Embrace the challenge of promoting the goodness of blueberries to all corners of the earth and to be the impetus that contributes to the health and well-being of consumers and creates opportunity for fellow industry members.

## **The USHBC Code of Ethics**

As members of the U.S. Highbush Blueberry Council, we acknowledge our responsibility to our industry, its customers, the Council and our fellow humans to exhibit the highest standards of business conduct. We therefore encourage our industry members to:

- Be committed to adherence to laws, practices and regulations which apply to the areas where we conduct business.
- At a minimum, follow the standards and practices required by law and regulation for growing, harvesting, processing and handling blueberries for the protection and health of our employees and those who eat our great product.
- Encourage that hours worked each day, and days worked each week, shall not exceed legal limitations, that unsafe workplace practices not be tolerated and that employees be trained in safe practices.
- Provide impartial and unprejudiced treatment to employees in all sectors of the industry.
- Conduct all our business practices with honesty, fair dealing and in conformance with high ethical standards and use only legal and ethical means in all business activities following all applicable laws and operating in ways that encourage trust among our members, their customers and other stakeholders.
- Provide the means to help our industry grow in socially appropriate and ecologically responsible ways throughout the entire supply chain.
- Be strongly committed to the strict adherence to all environmental rules, regulations and standards that are imposed by local, state and national government authorities.
- Hold one another to the highest levels of integrity and be a good corporate citizen in every community and locality where we grow. Encourage blueberry growers to become involved in the life of their communities by participating in and sponsoring activities that result in community betterment.
- Collaborate with industry members, researchers and others to benefit the responsible growth of the blueberry industry.
- Be honest and fair in our promotion of blueberries and scrupulously accurate in our representation of the benefits of eating blueberries.
- Support our Council, and the industry at large, by debating, crafting and promoting changes that will create opportunity for involvement in the industry.
- Educate members about good management practices that contribute to further development of the industry's growing, handling, marketing, health, safety, public education and other important disciplines.