

BYLAWS  
GOVERNING THE CONDUCT OF BUSINESS  
OF THE  
RAISIN ADMINISTRATIVE  
COMMITTEE

PROMULGATED IN ACCORDANCE WITH  
RAISIN ORDER NO. 989  
AS AMENDED



*Issued by:*  
*Raisin Administrative Committee*  
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## **ARTICLE I - PRINCIPAL PLACE OF BUSINESS**

### **Section 1**

The principal place of business of the Raisin Administrative Committee shall be its office at Fresno, California.

## **ARTICLE II - OFFICERS AND THEIR DUTIES**

### **Section 1**

The officers of the Committee shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, each of whom shall be a member of the Committee, and whose respective term of office shall be for two years and shall end on April 30 of even-numbered calendar years, but each such officer shall continue to serve until his respective successor is selected.

### **Section 2**

The Chairman shall (1) preside at meetings of the Committee; (2) call meetings of the Committee when he deems it necessary; (3) perform all actions and duties usually incident to and required of a presiding officer; and (4) be an ex-officio member of all subcommittees.

### **Section 3**

The Vice Chairman shall act in the place of the Chairman in the event of the Chairman's absence, disqualification or disability, or at the direction of the Chairman.

### **Section 4**

The Secretary shall (1) keep, or cause to be kept, by an authorized employee of the Committee, an accurate record of the proceedings of the Committee; and (2) attest papers, documents, and other instruments on its behalf, and certify all minutes of the Committee meetings and of Subcommittee meetings either in person or by delegation to the President/General Manager with power to sub-delegate. The Secretary shall act as Chairman in the event of the Chairman's and Vice Chairman's absence, disqualification, or disability or at the direction of the Chairman.

### **Section 5**

The Treasurer shall (a) chair the Audit Subcommittee in its oversight functions of the Committee's financial functions through direct communications with the President /General Manager with recommendations to the Chairman and full Committee. The President/General Manager's responsibilities are to (1) have custody of all money, property and securities belonging to or under the control of the Committee; (2) keep regular books of account under the direction of the Committee; (3) deposit all funds of the Committee, or under its control, in banks designated by the Committee; (4) prepare quarterly statements of the Committee's financial operations and make such statements available at the office of the Committee for inspection by producers, handlers and dehydrators; (5) submit to the Audit Subcommittee, at least once each quarter, a financial report of income and expenses; (6) act as purchasing agent for the Committee; and (7) see that all insurance policies prescribed by the Committee are maintained in full force and effect and be custodian of all

insurance policies; and (b) shall be available to the Committee's independent auditors for consultation on financial issues and proper internal control functions of the Committee's staff. The Treasurer shall act as Chairman in the Chairman's, Vice-Chairman's, and Secretary's absence, disqualification, or disability, or at the direction of the Chairman.

#### Section 6

Any two officers of the Committee, or any officer and either of two employees authorized for that purpose by the Committee, may sign checks and accept drafts on behalf of the Committee up to a limit of \$100,000; checks or drafts greater than \$100,000 must be signed by hand (wet signature) by any two officers of the committee or any single officer and one of two employees authorized by the committee.

#### Section 7

The officers of the RAC will be comprised of the Executive Committee. The Executive Committee will be enabled by the Committee to conduct the preliminary appeals made before the RAC regarding non-compliance with programs, terms and conditions, and special offers. The Executive Committee will also provide guidance to management on normal or routine matters requiring Committee attention.

### **ARTICLE III - EXECUTIVE EMPLOYEES AND THEIR DUTIES**

#### Section 1

The executive employees of the Committee shall be a President/General

Manager and such other employees as the Committee may prescribe.

#### Section 2

Subject to general supervision and control of the Committee, the President/General Manager shall (1) have supervision of all employees of the Committee; (2) employ such employees of the Committee for the respective positions which are, or may hereafter be, authorized by the Committee, at rates of compensation within pay scales approved by the Committee and may adjust salaries of employees, within these pay scales, for each position approved by the Committee; (3) discharge such employees as they may deem necessary; (4) be responsible for the publication of all notices the Committee is required to give; (5) collect, assemble, compile and analyze all information necessary in connection with the performance of the official duties of the Committee; (6) prepare all reports necessary to accompany recommendations of the Committee to the Secretary of Agriculture; (7) be responsible at all times for the proper administration of all policies and actions that the Committee adopts and undertakes; and (8) be responsible for the proper performance on behalf of the Committee of all duties of an administrative, fiscal, bookkeeping or similar nature required or contemplated by the marketing agreement and order, but these duties shall not include those specifically assigned to officers of the Committee unless they authorize the President/General Manager to perform them.

#### Section 3

The President/General Manager shall maintain at the Committee's principal

place of business all records pertaining to the business of the Committee and its Subcommittees. All such records, except those specifically exempted by Section 989.75 of the Order, shall be available for examination by members and alternate members at any time during regular business hours.

## **ARTICLE IV - MEETINGS**

### Section 1

Meetings of the Committee shall be held at its principal place of business and/or virtually, unless otherwise ordered by the Committee or the Chairman and shall be held whenever called by the Chairman or acting Chairman, or on request of any three members of the Committee. The officer or members calling the meeting shall advise the Committee President/General Manager promptly and, except as otherwise provided below, notice of each meeting shall be mailed, faxed, and/or emailed to each member and alternate member of the Committee at his last known post office address/email address at least three days (exclusive of Saturdays, Sundays, and holidays) prior to the time of such meeting. There shall be transmitted to each member and alternate member of the Committee with the written notice of the meeting, a written agenda adequately informative of the items to be considered at such meeting. Notice of every meeting shall be given as required by Marketing Order No. 989, as amended.

### Section 2

Meetings of any subcommittee shall be held whenever called by the Chairman thereof, or on the request of any two members thereof. A written agenda and

notice of each subcommittee meeting shall be given in the same manner as is prescribed for meetings of the Committee.

### Section 3

The regular order of business of a meeting of the Committee or a subcommittee, unless otherwise determined by the Committee or subcommittee, shall be (1) roll call; (2) consideration and approval of minutes of the previous meeting; (3) written agenda; and (4) other matters which are presented for consideration at such meeting, except the new business which has not been included in the written agenda transmitted to members and alternate members with the notice of meeting, can be considered only by consent of 90% of the members and acting members present.

### Section 4

Resolutions may be introduced, considered, and adopted at any meeting of the Committee. Resolutions adopted by the Committee shall become effective at such time as may be provided by the Committee, subject to the supervisory power of the Secretary.

Any such resolution shall allow a reasonably adequate time for persons to whom it may apply to comply with the same. Further, in the case of resolutions involving rule-making subject to the procedure prescribed in Section 4 of the Administrative Procedure Act, such effective time shall also be fixed in accordance with the requirements contained in paragraph (c) of said section. At the discretion of the Chairman, or upon the request of any member of the Committee, a roll call shall be taken and the vote of each

individual member, and each individual alternate acting as a member, shall be recorded. Adopted resolutions, except those required by the provisions of Order No. 989, as Amended, or applicable law to be published, need not be published unless required by the Committee. The minutes of each meeting shall contain a summary of the discussion of each subject considered by the Committee, all resolutions, verbatim as adopted by the Committee, and the results of the voting of the Committee on all resolutions, whether carried or lost. Minutes of each subcommittee meeting shall be kept in sufficient detail to record the matters considered by the subcommittee, any recommendations made by it to the Committee, and the pertinent information developed at the meeting.

## **ARTICLE V – SUBCOMMITTEES AND WORKGROUPS**

### Section 1

There is hereby established a standing subcommittee for auditing, which shall consist of eight members, of whom at least five shall be, producers, at least one shall be, or be associated with, a handler not doing business as a cooperative marketing association, and one shall be the Committee Treasurer. The Committee shall appoint, or empower the Chairman to appoint, such members of the subcommittee from the members or alternate members of the Committee. The duties of the subcommittee for auditing shall be to consider and explore matters relating to the operation of the Committee to include the review of cash flow analysis of the Committee and the approved programs thereof; advise the Treasurer and President/General Manager on

matters pertaining to the performance of their duties and report to the Committee each of its findings or recommendations.

### Section 2

There is hereby established a standing subcommittee for personnel, which shall consist of eleven members, at least three of whom shall be handlers. The Committee shall appoint, or empower the Chairman to appoint, such members of the subcommittee from the members or alternate members of the Committee. The duties of the Personnel Subcommittee shall be to assist the Committee and the President/General Manager (1) in matters pertaining to personnel policies; (2) in a review of salary scales at least once each year; (3) in recommendations of solutions to personnel problems, including the employment of specific individuals or the termination of such employment.

### Section 3

The Committee may appoint, or empower the Chairman to appoint, from among the members or alternate members of the Committee such other subcommittees and/or workgroups as it may deem necessary for the expeditious handling of the affairs of the Committee and to assign to such subcommittees and/or workgroups such duties as may be deemed proper.

### Section 4

The period for which each subcommittee and/or workgroup is appointed shall expire on April 30 of even-numbered years, or with the appointment of a new Committee, whichever is later. Subcommittee/workgroup members exhibiting poor attendance on

subcommittees/workgroups may be removed by the Chairman.

#### Section 5

The Chairman of each subcommittee/workgroup shall be authorized to appoint such consultants as he may deem to be necessary to facilitate the work of the subcommittee. Such consultants shall be compensated only to the extent provided in Article IX of these Bylaws.

#### Section 6

A majority of the members of any subcommittee/workgroup shall constitute a quorum and any motion or resolution may be adopted by a majority of those voting.

### **ARTICLE VI – EMPLOYEE THEFT/DISHONESTY INSURANCE**

#### Section 1

All officers and employees of the Committee who handle funds belonging to or under the control of the Committee shall be insured under an employee theft/dishonesty insurance policy, issued by an insurance company authorized to do business in the State of California, in an amount fixed by the Committee. The premium on such policy shall be paid by the Committee.

### **ARTICLE VII - PROCEDURE AND TRANSACTION OF BUSINESS**

#### Section 1

The Committee and its subcommittees shall be governed by the provisions of Marketing Order No. 989, as Amended,

then in effect, and the then current Administrative Rules and Regulations issued pursuant thereto. Matters of procedure not covered by the Order, Administrative Rules and Regulations, or these Bylaws shall be governed by Robert's Rules of Order. Any person not a member of the Committee shall be entitled to participate in the proceedings of the Committee or any subcommittee or speak upon any subject before it, subject to the discretion and control of the person occupying the Chair.

### **ARTICLE VIII - SPECIAL APPOINTMENT POWERS OF THE COMMITTEE**

#### Section 1

The Committee may employ special personnel on other than an annual salary basis, at rates of compensation determined by the Committee, to perform specific duties assigned to them.

#### Section 2

Any officer, agent or employee, appointed, elected, or employed by the Committee shall be subject to removal or suspension by the Committee at any time.

#### Section 3

No person, including members, officers and employees of the Committee, shall be authorized, except as provided herein or by specific resolution of the Committee, to express the policy or views of the Committee, or to bind the Committee to any course of conduct or decision.

## **ARTICLE IX - COMPENSATION AND EXPENSES**

### **Section 1**

Members of the Committee and alternate members when acting for members, members of subcommittees and/or workgroups and persons appointed as consultants to the subcommittee and/or workgroups, shall be reimbursed for reasonable expenses necessarily incurred by them in the performance of their duties.

### **Section 2**

All claims for reimbursement of travel expenses shall be submitted on an Expense Reimbursement Report (ERR) supplied by the President/General Manager, the expenses listed thereon must appear in chronological order, and the ERR must be signed by the traveler. ERR's should be submitted within 30 days of the completion of the trip. All charges incurred during the period covered must be shown on the ERR. Sufficient detail should be shown on the ERR to give a reasonable explanation of the various expenses for which reimbursement is being claimed, and paid bills or receipts attached to the ERR. Travel reimbursement for RAC meetings and subcommittees and/or workgroups will be derived from the roll call. If a member or alternate member arrives late after roll call has been taken, such members or alternate members must inform the General President/General Manager of his or her presence.

### **Section 3**

Traveling expenses which will be reimbursed are confined to those expenses essential to the transaction of

the business of the Raisin Administrative Committee (See Travel & Entertainment Policy). Reasonable expenses necessarily incurred by the traveler while engaged on business of the Committee may include the following:

(a) Transportation charges actually paid by the traveler to common carriers. Such charges may not exceed the published rates at the time of travel for the fastest class direct route air transportation. Automobile mileage authorized at the Internal Revenue Service rate will be applied;

(b) Bridge tolls, parking costs and similar charges incidental to travel by personal automobile, except gasoline, oil or automotive repair and service;

(c) Bus fares, streetcar, and taxi (including customary gratuities);

(d) Telephone calls, airline and hotel internet connection charges, telegrams and faxes pertaining to RAC business;

(e) Costs of meals (including customary gratuities). Cost to traveler of meals purchased for other persons, which cost is incurred in connection with the transaction of RAC business;

(f) Charges for hotel accommodations (including customary gratuities for porters, bellboys, etc.);

(g) Actual cost for conference or meeting rooms used in connection with RAC business. Claims must be supported by paid bills or receipts;

(h) Miscellaneous expenditures (not enumerated herein)

necessarily incurred by the traveler in connection with the transaction of RAC business, when supported by proper and adequate explanation.

#### Section 6

Employees shall be reimbursed for expenses incurred by them in the execution of their duties in the same manner as authorized for Committee members and a review from the standpoint of reasonableness and for conformance to these Bylaws shall be made by the President/General Manager, who shall attest to this by approving the expense reimbursement report.

#### Section 7

The foregoing provisions relating to compensation and expenses shall not apply to employees of the Committee when performing specialized work under cooperative agreements entered into between the Committee and government agencies, educational and research and development institutions. Compensation and expenses for such employees shall be determined by agreement between the Committee and the cooperating agency or institution, and shall be approved by such agency or institution prior to payment by the Committee.

#### Section 8

When a member of the Committee spouse or other family members accompany a Committee member on Committee business related travel, the additional cost related to the accompanying family member(s) shall not be reimbursed by the Committee and are the responsibility of the Committee member.

### **ARTICLE X - AMENDMENTS**

#### Section 1

The Committee may amend these rules at any meeting of the Committee, provided a copy of the proposed amendments shall have been given to all members of the Committee at least one week in advance of such meeting and reference to the proposed amendments made in the meeting notice to members.

### **ARTICLE XI - TIME BYLAWS ARE EFFECTIVE**

#### Section 1

These Bylaws shall become effective upon their adoption by the Committee.

### **ARTICLE XII - RAC ORIENTATION FOR MEMBERS AND ALTERNATE MEMBERS APPOINTED TO SERVE ON THE RAC**

#### Section 1

Members and alternate members appointed to serve on the RAC will attend a mandatory orientation and review of the Marketing Order 989 and the general programs and policies of the RAC within three months of their appointment.

#### Section 2

Members and alternate members appointed to serve on the RAC will participate in a mandatory orientation to review and enhance their awareness of civil rights, discrimination, and sexual harassment policies required by the United States Department of Agriculture.