

BYLAWS

Governing the Conduct of Business of the California Citrus Pest and Disease Prevention Committee

Article I Name and Location

1. Name

The name of this organization shall be the California Citrus Pest and Disease Prevention Committee (Committee), organized under the provisions of Division 4, Chapter 9, beginning with Section 5911 of the California Food and Agriculture Code.

2. Definitions

All definitions contained in Article 2, Chapter 9 of Division 4 of the Food and Agricultural Code shall apply to these bylaws.

Article II Meetings of Committee

1. Regular Meetings

Meetings of the Committee shall be held at the request of the Secretary, or the Chairperson, or at the request of three committee members. (Food and Agricultural Code (FAC) 5914 (i))

2. Notice of Meetings

Notice of all regular and special meetings shall state the place, date, and time of the meeting, and shall specifically identify those matters of business which the Committee intends to discuss or transact.

Notice shall be sent using any of the following options of U.S. Mail, facsimile or email to each member of the Committee, and any other person who requests such notice in writing, at least ten (10) days prior to the time of the meeting. Proof of Notice shall be deemed delivered when 1) deposited in the United States mail, postage prepaid, addressed to the person at the address as it appears on the records of the Committee at the time of mailing; 2) delivered electronically via email or facsimile. Notices of all meetings are to be posted on the California Department of Food and Agriculture website at <http://www.cdffa.ca.gov/citruscommittee/> at least ten (10) days prior to the meeting.

3. Meetings by Teleconference

The Committee may hold an open or closed meeting by teleconference, subject to all of the requirements contained in California Government Code Section 11123.

4. Order of Business

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

5. Attendance

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

6. Quorum and Voting

A quorum of the Committee is a majority (9) of the voting members of the Committee. In the event that Committee membership is not full, the quorum will be a majority of existing Committee members.

Except as provided in Committee law or these Bylaws, the vote of a majority of the voting members (5) present at a meeting at which there is a quorum shall constitute the act of the Committee.

Voting by secret ballot is prohibited as is voting by proxy.

7. Closed Sessions of the Committee

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

8. Rules

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

Article III **Subcommittees**

1. Subcommittees; Appointment

- a. The Committee may appoint subcommittees composed of both members and non-members of the Committee to advise the Committee in carrying out its purposes. Subcommittees may include, but not be limited to, the following:
 - i. Executive Subcommittee
 - ii. Science Subcommittee
 - iii. Operations Subcommittee

- iv. Nursery Subcommittee
- v. Finance Subcommittee
- b. The Chairperson of the Committee shall appoint all subcommittee chairpersons and shall appoint all members of each subcommittee after consultation with the subcommittee Chairperson affected. Appointments are subject to approval by the Committee and may be changed from time to time as determined by the Chairperson and concurred by the Committee.
- c. Committee members and other interested persons who are voting subcommittee members may serve as subcommittee chairpersons, and no subcommittee member shall serve as chairperson of more than one (1) subcommittee.

2. Notice

Notice of all subcommittee meetings shall be provided in the same manner provided for in Article II, Section 2 of these Bylaws.

3. Executive Subcommittee

The Executive Subcommittee shall consist of the Chairperson, Vice-Chairperson, Secretary/Treasurer, the Operations Subcommittee Chair, and the Finance Subcommittee Chair. The past-chairperson will participate as an alternate, but may participate as a voting member in the event that a quorum is not reached. The Chairperson of the Committee shall serve as Chairperson on the Executive Subcommittee. The Executive Subcommittee shall carry out the following duties on behalf of the Committee.

- a. Take action of an urgent nature which is necessary prior to the next meeting of the Committee. Such actions shall not result in expenditures in excess of \$100,000 and shall be reported to the Committee at its next meeting. The report shall specify the basis for the action; the action taken; any expenditure involved; and the results of the action
- b. Any other activities specifically authorized by the Committee

4. Science Subcommittee

The Science Subcommittee shall review recommendations made by the ACP/HLB Science Task Force, California Department of Food and Agricultural scientists, and/or other scientists and make recommendations to the Committee.

5. Finance subcommittee

The Finance Subcommittee shall review current budgets, projections, monthly variance analysis and other financial documents and make recommendations to the Committee on financial items.

6. Other Subcommittees

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

7. Quorum

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

8. Closed Sessions

Closed sessions of subcommittees shall be conducted only in the manner and for the purposes described in Article II, Section 7 of these bylaws.

9. Attendance

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

Article IV
Members

1. Composition

The Committee shall be composed of 17 members. Fourteen producer representatives shall be appointed by the Secretary from nominations received from each district, one member shall be a public member, and two members shall be citrus nursery operators, one representing northern California, defined as counties in the San Joaquin Valley and north but not including counties on the coast, and one representing southern California and counties on the coast.

The districts consist of the following geographical areas:

The Southern District consists of all growing areas in San Bernardino County and all other areas to the south, west, and east of San Bernardino County that are not included in any other district.

The Coastal District consists of all growing areas in the counties of Monterey, San Luis Obispo, Santa Barbara, and Ventura.

The Kern District consists of all growing areas in Kern County. The Tulare District consists of all growing areas in Tulare County.

The Northern District consists of all growing areas in Fresno County and all other areas to the north that are not included in any other district.

District representation shall be determined by the Secretary on a proportional basis equal to the production history of each district for the previous two years. The

Secretary shall also strive to appoint producers representing the different varieties of citrus fruit produced in California.

The Secretary and other appropriate individuals, including, but not limited to, county agricultural commissioners, pest control advisors, chairperson of the Citrus Research Board and representatives of the University of California and California State University systems, as determined by the Secretary, in consultation with the Committee, shall be nonvoting ex-officio members of the Committee.

2. Vacancies

Vacancies shall be immediately filled by the Secretary based on recommendations from the Committee for the unexpired portion of the terms in which they occur.

3. Term of Office

The term of office of all members of the Committee, except any ex-officio member, shall be four years. The term shall end following the first meeting of the next calendar year following term expiration. A member may be reappointed by the Secretary at the expiration of his or her term.

4. Committee Member Expenditures

Committee members may be compensated for reasonable expenses actually incurred in the performance of their duties, as determined by the Secretary after consultation with the Committee.

Article V
Officers and Duties

1. Officers

The Committee may elect from its members a Chairperson, Vice-Chairperson, Secretary/Treasurer, and other officers as it may deem advisable, and delegate to the officers appropriate administrative duties. Elections will occur during the first meeting of the calendar year.

2. Term of Office

The officers, including only the Chairperson, Vice-Chairperson and Secretary/Treasurer shall serve a term of two years from the date of their election. The officers may be re-elected to a maximum of 2 consecutive terms in the same office, after that terms could be served non-consecutively in the same office. Officers may be elected to other offices at the end of each term.

3. Chairperson

The Chairperson shall preside at all meetings of the committee. The Chairperson shall have the authority to expend up to \$5,000 of Committee funds for purposes germane to the Committee without prior approval from the Committee if prior approval is not practicable and such expenditure is necessary for the efficient operation of the committee. Any such expenditure shall be reported to the

Committee at the next regularly scheduled meeting. No more than \$5,000 total, whether in one lump sum or in smaller increments, shall be expended by the Chairman during the period between Committee meetings. The Chairperson shall appoint the members of all subcommittees as provided for in Article III, Section 1; serve as Chairperson of the Executive Subcommittee; serve as a non-voting ex-officio member of all other subcommittees; and perform all other duties provided in these Bylaws or in law.

4. Vice-Chairperson

The Vice-Chairperson shall act as and perform all the duties of the Chairperson in the Chairperson's absence. He or she shall perform additional duties as may be assigned by the Chairperson or the Committee. If the Chairperson is absent or becomes disqualified for any reason, the Vice-Chairperson, if qualified, shall serve as acting Chairperson until the Committee elects a new Chairperson.

5. Secretary/Treasurer

The Secretary/Treasurer shall serve as a member of the Executive Subcommittee and shall perform additional duties as may be assigned by the Chairperson or the Committee.

Article VI
Adoption

These bylaws shall become effective upon adoption by a majority vote (9) of the Committee.

Article VII
Amendments

These bylaws may be amended or repealed, or new Bylaws adopted, by a majority vote (9) of the Committee.