ARTICLE II
CALIFORNIA MILK PRODUCERS ADVISORY BOARD AND COMMITTEES

Section A. ESTABLISHMENT, MEMBERSHIP AND TERM OF OFFICE.

1. An industry advisory board to be known as the California Milk Producers Advisory Board has been established by the Department to assist in the administration of this Marketing Order. This Board shall be composed of twenty-four (24) eighteen (18) members all of whom shall be producers of milk. There may also be an additional public member as provided for in Article II, Section A, Subsection 6. There cannot be more than one producer vote on the Board from any one dairy production entity.

2. There shall be the same number of alternate members as members of the Board. Alternate producer members shall be engaged in the production of milk and be from the districts to which their respective positions are assigned. The alternate public member shall meet the criteria of Article II, Section A, Subsection 6.

3. Members and alternate members of the Board shall be appointed by the Department from nominations received for that purpose.

4. The term of office of all members and alternate members of the Board shall be for a period of three (3) years. Other than for the public member and alternate public member, said term shall be on a staggered basis with one-third (1/3) of the members and alternate members appointed each year. With the exception of the public member and alternate member, the term of office of each member and alternate member shall commence on March 1 of any given year and continue to the last day of February of the third year thereafter, or until their successors have been duly appointed and qualified. The term of office of the public member and alternate public member shall commence as soon as appointed by the Department following nomination by the Board. Such nomination may be made at the first meeting of the Board held after March 1 of each third year, or as soon thereafter as possible. The term of office of the public member and alternate public member shall be for three years or until their successors have been duly appointed and qualified. **Beginning with terms starting in 2012, no member or alternate shall serve more than four consecutive three-year terms in the same position.** When the fourth term ends, the member or alternate who has termed out will not be eligible to run for the vacated position during the next nomination process.
5. Nominations and appointment of producer members and alternate members shall be from the ten seven districts as described hereinafter.

District Number 1 - Shall be composed of the counties of Humboldt and Del Norte. Representation shall be one (1) member and one (1) alternate.

District Number 3 - Shall be composed of the counties of Mendocino, Lake, Sonoma, Napa, Solano, and Marin. Representation shall be one (1) member and one (1) alternate.

District Number 4 - Shall be composed of the counties of Trinity, Tehama, Shasta, Siskiyou, Modoc, Lassen, Glenn, Colusa, Butte, Sutter, Yuba, Plumas, Sierra, Nevada, and Placer. Representation shall be one (1) member and one (1) alternate member.

District Number 5 - Shall be composed of the counties of Contra Costa, Yolo, San Joaquin, Sacramento, Calaveras, Amador, El Dorado, and Alpine, San Francisco, San Mateo, Santa Cruz, Monterey, Alameda, Santa Clara, San Benito, Stanislaus, Merced, Tuolumne and Mariposa. Representation shall be two (2) seven (7) members and two (2) seven (7) alternates.

District Number 6 - Shall be composed of the counties of Stanislaus, Merced, Tuolumne, Mariposa, San Francisco, Alameda, San Mateo, Santa Clara, Santa Cruz, San Benito, and Monterey. Representation shall be six (6) members and six (6) alternates.

District Number 7 - Shall be composed of Kings county. Representation shall be two (2) members and two (2) alternates.

District Number 8 - Shall be composed of the counties of Fresno, and Madera, Kings, Tulare, Inyo and Mono. Representation shall be two (2) six (6) members and two (2) six (6) alternates.

District Number 9 - Shall be composed of the counties of Tulare, Inyo, and Mono. Representation shall be five (5) members and five (5) alternates.

District Number 10 - Shall be composed of the counties of Kern, San Luis Obispo, and Santa Barbara. Representation shall be two (2) one (1) members and two (2) one (1) alternates.

District Number 11 - Shall be composed of the counties of Ventura, Los Angeles, San Bernardino, Orange, Riverside, San Diego and Imperial. Representation shall be two (2) one (1) members and two (2) one (1) alternates.

6. There may be a public member and alternate public member on the Board nominated and recommended by the Board for the Department’s appointment. Such persons shall not have a financial interest in the production or processing of milk and shall
represent the public generally. Said recommendations shall be by a vote of the Board made at its first meeting held after March 1 of each third year, or as soon thereafter as possible.

Section B. MODIFICATION OF DISTRICTS AND REPRESENTATION.

In the event of changes in the production of milk in the several districts and in order to maintain reasonably equitable representation upon the Board for all milk producers, the Board may from time to time recommend to the Department, and the Department may approve modifications of districts or representation therefrom. Any said modifications of districts or representation shall be a minor amendment as defined in the Act. In order to facilitate the implementation of such modifications, the Board may recommend, and the Department may approve, interim phase-in procedures which may include reassigning the term of office for members and alternates of the Board and deviating from the normal nomination and preference voting processes provided for in this Article.

Section C. NOMINATION AND PREFERENCE VOTING FOR MEMBERS AND ALTERNATE MEMBERS OF THE BOARD.

1. Annually, and not later than November 30 of each year, the Department shall conduct nominations and preference voting for each of the districts that have terms expiring or vacant positions for the purpose of receiving district preferences of milk producers, for appointment by the Department to the Board. Nominations and preference voting shall be conducted by mail and shall be open to all producers.

2. Producer Nomination Process. Each fall, the Department will mail a letter to all producers within effected districts notifying them that it is seeking nominations for available positions on the Board. All producers who desire an appointment to the Board and who wish to have their name appear on their district’s election ballot must return completed nomination materials by the specified closing date. The nominations will be received for any available positions without regards to any specific member or alternate position.

3. Producer Preference Voting Process. Subsequent to the district nomination process, the Department will prepare district ballot packets with the names of the producers who submitted nominations and will mail the ballot packets to all producers within the effected districts. The ballot packets will instruct producers on how many nominees they may vote for. The Department will tally the ballots. Subsequent to the tally, the nominee with the highest vote total within each district will be given their choice of their district's available positions. Then, the nominee with the next highest vote total within each district will be given their choice of their district’s remaining available positions and so on until there is a roster with a producer nominee assigned to each of the available positions. This completed roster will serve as the recommended list of producer nominees for consideration for appointment by the Department.
4. The Board may make a recommendation to the Department for the appointment of a public member and alternate public member as provided for in Article II, Section A, Subsection 6.

Section D. APPOINTMENT OF MEMBERS AND ALTERNATE MEMBERS OF THE BOARD.

1. In appointing the producer members and the producer alternate members of the Board, the Department will give due consideration to the recommended nominee roster developed through the district nomination and preference voting process. It is understood that the Department may make appointments that deviate from the actual preference voting outcome if it so sees fit.

2. In appointing the public member and the alternate public member of the Board, the Department shall give due consideration to the recommendations of the Board.

Section E. QUALIFICATION OF BOARD MEMBERS.

1. Each person appointed by the Department for a producer member position or a producer alternate member position on the Board shall be a producer of milk and shall qualify by filing with the Department such necessary papers as the Department may require.

2. Each person appointed by the Department for a public member position or a public alternate member position shall be a person without a financial interest in the production or processing of milk and shall qualify by filing such necessary papers as the Department may require.

Section F. INTERIM FILLING OF VACANCIES.

In the event of the death, removal, resignation, or disqualification of any producer member of the Board, the Chairman may designate any alternate from the same district to act in the place and stead of the former member on an interim basis until the next round of annual district nominations and preference voting during which time the Department will seek a replacement for filling the vacancy. When an alternate producer position becomes vacant, the Board may recommend and the Department may consider appointment of a producer to fill the vacancy it shall or the position may remain vacant until the next round of annual district nominations and preference voting during which time the Department will seek a replacement for filling the vacancy.
Section G. Alternate Members of the Board.

When a producer member is unable to attend a meeting, he or she may designate any alternate member from their district to serve in their place. An alternate sitting in the place and stead of a member, shall have all of the rights, powers, privileges, and immunities as the member.

Section H. Duties and Powers of the Board.

The Board shall have the following powers and duties, which may be exercised subject to the approval of the Department.

1. To administer the provisions of this Marketing Order.

2. To recommend to the Department annually, and more frequently as may be required, programs of research, education, and promotion of milk and dairy products and other food products as authorized herein.

3. To recommend to the Department administrative rules and regulations pertaining to the administration and enforcement of this Marketing Order.

4. To receive and report to the Department violations of this Marketing Order.

5. To recommend to the Department amendments to this Marketing Order.

6. To recommend to the Department annually budgets covering estimated income, administrative expenses of the Board and the Department, and the expenses to be incurred under proposed programs of research, education, and promotion.

7. To appoint a CEO and such employees as it may deem necessary to carry out its functions, to fix their salaries, and define their duties.

8. To keep minutes, books, and records which clearly reflect all of its acts and transactions, and which shall at all times be subject to examination by the Department or his/her duly authorized representatives, and to provide to the Department copies of the minutes of all meetings, duly certified by an authorized officer of the Board.

9. To elect a Chair, Vice Chair, Secretary, and Treasurer and such other officers as may be appropriate from the membership of the Board.

10. To adopt such other rules for the conduct of the business of the Board as the Board may deem advisable.

Section I. Expenses of Members of the Board.

The members of the Board, and alternate members when acting as members or as members of any subcommittee, or any member of the Board when requested to perform a
specific task for the Board, shall be reimbursed for all necessary expenses incurred in performing their duties and exercising their powers hereunder.

Section J. COMMITTEES OF THE BOARD.

1. Committees and Special Committees. The Advisory Board may at any time recommend to the Department the establishment of subcommittees or special committees and the appointment of members thereto to carry out duties and functions as delegated or assigned by the Board and shall be limited to those necessary to carry out the actions and policies of the Board. An Action taken by any such subcommittee or special committee shall be subject to approval by the Board and the Department.

2. Executive Committee. An Executive Committee shall be selected by the Board, consisting of the Chairman, Vice Chairman, Secretary, and Treasurer of the Board, and three (3) additional members of the Board.

The Executive Committee shall be selected by the Board at the first Board meeting held after March 1 of each year. The members of the Executive Committee shall serve until a new Executive Committee is selected, even in such instances when an Executive Committee member has not been reappointed to a new term as a Board member.

The Chair is limited to three consecutive one-year terms. At the end of this term, it is an option of the incoming Chair to ask the outgoing Chair to serve in a one-year ex-officio position on the Executive Committee. The Board has the option to nominate the individual to the Executive Committee after the expired term as Chair, but not for the position of Chair.

The duties and functions of the Executive Committee shall be those delegated to it by the Board and shall be limited to those necessary to carry out the actions and policies of the Board in the interim’s between Board meetings. All actions taken by the Executive Committee shall be subject to approval by the Board and the Department.

Section K. PROCEDURE FOR BOARD.

1. A quorum of the Board shall consist of thirteen (13) ten (10) members. Except as provided in Numbers 2 and 3 of this Section, all actions of the Board shall be valid if approved by a majority of members present, provided there is a quorum of the Board.

2. As required by Section 59051 of the Act, any action recommending a minor amendment to this marketing order must be approved by not less than 75 percent of the producer members of the full Board.

3. No action relating to the selection or dismissal of the CEO shall be valid unless approved by a two-thirds (2/3) vote of the full Board.
Section L. Limitation of Liability of Board Members and Employees.

The members and alternate members of the Board, duly selected and appointed by the Department and while serving as members of the Board or of the Subcommittees established hereunder, and the employees of such Board, shall not be held responsible individually in any way whatsoever to any producer or handler or any other person for errors in judgment, mistakes, or other acts, either of commission of omission, as principal, agent, person or employee, except for their own individual acts of dishonesty or crime. No such person shall be held responsible individually for any act or omission of any other member of the Board. The liability of the members and alternate members of the Board shall be several and not joint and no member or alternate member shall be liable for the default of any other member or alternate member.