

National Honey Packers and Dealers Association

Section of Association of Food Industries, Inc.

Bylaws

ARTICLE I Membership

Section 1. There shall be four categories of membership:

(a) U.S. Packer – Individuals or firms with headquarters in the United States that process, package and sell honey or honey products

(b) U.S. Importer – Individuals or firms with headquarters in the United States that import and resell honey to U.S. Packers or to end users.

(c) International – Individuals or firms without headquarters in the United States that export honey to the U.S.

(d) Associate – Individuals or firms that provide a service to the honey industry.

Section 2. Membership of U.S.-based Packers and U.S.-based Importers is not limited. There can be up to three International members from each country that exports honey to the U.S.

ARTICLE II Application for Membership

Section 1. An application for membership in the Association shall be made on a form approved by the Membership of the Association and must be accompanied by a check for the current year's dues. All applications must be signed by at least one member in good standing as sponsor and must contain an agreement to abide by the Bylaws of the National Honey Packers and Dealers Association, Inc., resolutions adopted by the members, and all applicable federal and state laws and regulations governing the food industry in general, and the honey industry in particular.

Section 2. Upon receipt of an application for membership, the Executive Vice President shall submit the name of the applicant, with all pertinent information appearing on the application, to the Membership for approval.

ARTICLE III Dues and Assessments

Section 1. The amount of dues and dues assessments payable by each member of the Association shall be fixed from time to time by the Membership in accordance with the budgetary requirements of the Association.

Section 2. Flat rate dues are payable on or before the first day of February each year. Variable rate dues, based upon pounds handled are payable on a quarterly basis.

Section 3. When any member is in arrears in the payment of dues or assessments to the Association for 180 days, the Executive Vice President shall send the member a notice of suspension via Certified Mail. Upon receipt of such notice, the member shall lose voting rights and benefits normally accrued to a member. Any member so suspended shall be automatically reinstated by the payment of such dues and assessments before the next annual meeting of the Association. If payment is not made by the next annual meeting, the Membership may initiate expulsion proceedings as defined in Article IV.

ARTICLE IV Definition of "Good Standing"

Section 1. Wherever used in these Bylaws, with respect to members, the words "good standing" shall mean that the individual member has not been suspended pursuant to Article III of these Bylaws, nor expelled pursuant to Article VI of these Bylaws.

ARTICLE V Resignation

Section 1. Resignation of a member must be submitted in writing to the Executive Vice President, and shall be submitted and acted upon at the next meeting of the Membership. No withdrawal or resignation shall be accepted if the member seeking to withdraw is in debt to the Association on account of dues or assessments.

ARTICLE VI Expulsion

Section 1. (a) Upon two-thirds vote of the Membership, a member may be expelled for conduct that is prejudicial to the interest of the Association, as specified in the Bylaws, or upon conviction for the violation of a federal or state law or regulation governing the food industry.

(b) Before expulsion, the member must be given the opportunity for a hearing before the Membership. All charges must be sent to the member at least thirty days before the hearing date. At the hearing, the member may appear alone, with, or by an attorney to respond to all charges. If the member chooses not to appear, the Membership will vote on the evidence presented.

Section 2. An expelled member may be reinstated by a majority vote of the Membership upon such terms and conditions it deems appropriate.

ARTICLE VII Rights of Members

Section 1. Members in good standing are entitled to all rights and privileges granted by the Bylaws.

Section 2. (a) All members have the right to propose programs, actions or decisions to be undertaken or initiated by the association, but only U.S.-based Packers, and U.S.-based Importers, in good standing, have the right to vote. All International Members who have paid dues and assessments for three years prior to 2000 will also have the right to vote.

(b) Structure of association: The voting members of NHPDA will formulate the association's policies and will have the same powers as a board of directors. Generally, a majority of the voting members of the association shall be necessary to adopt positions of the association. However a majority of the packers alone can adopt an association position. If the importers do not concur by a majority vote, and if funds are required to implement the packer position then those funds shall come from a special assessment on the packers.

(c) If a majority of the importers support a position that is not supported by a majority of the packers then that position will not be a position of the association, but it shall be identified as an "NHPDA Importer Member Position," and any funds necessary to implement the position will come from a special assessment on the importers.

Section 3. Associate Members in good standing shall have all of the privileges of the other classes of membership except the right to vote.

ARTICLE VIII Direction of the Association

Section 1. Direction of the Association shall be the responsibility of the membership.

Section 2. The Membership shall have supervision, control, and direction of the affairs of the Association, shall determine its policies or changes therein within the limitation of these Bylaws, shall actively pursue its purposes, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 3. The Membership shall hold regular meetings at the times designated at the Annual Meeting of the Association. The Membership shall also meet upon the call of the President at such times and places as he may designate. It shall also meet upon the demand of a majority of the members. Notice

of the meetings shall be sent by mail to each member at least ten (10) days in advance.

Section 4. (a) Executive Committee: Between meetings of the Membership, unless otherwise provided by a resolution of the Membership, the management of the association shall devolve upon the Executive Committee consisting of the President, Vice President, Secretary/ Treasurer, Executive Vice President, and two additional members elected by the membership, one of whom should be an importer. Upon a vote of the membership, the President can be given the power to appoint members to the Executive Committee. Non-officer members of the Executive Committee shall be elected to one two-year term and may not be re-elected to succeed themselves. They are, however, eligible to be elected as officers. Upon completion of their term as officers, members shall not be eligible for election to the Executive Committee for at least two years.

(b) The Executive Committee shall only conduct business in place of the Membership where timeliness is critical. The Membership shall be apprized of actions taken by the Executive Committee as soon as practicable.

(c) The Executive Committee shall carry out the policies of the association. Before making any major decision or approving an expenditure of more than \$3000, it shall give at least 24 hours notice by fax or e-mail to the members so that they can register their views on the issue at hand.

Section 5. Quorum: Four members of the Executive Committee shall constitute a quorum.

ARTICLE IX Election of Officers

Section 1. (a) All officers who are required to be elected in any year shall be elected by the members at the Annual Meeting of the Association.

(b) The following officers shall be thus elected: The President, Vice President, and Secretary/Treasurer.

Officers, other than the Executive Vice President, shall be elected to a one-year term, and may be re-elected to a consecutive one-year term. After serving two one-year terms, the Vice President may be elected to the presidency, and the Secretary/Treasurer may be elected to the serve as Vice President or President.

(c) The Membership shall also appoint an Executive Vice President who shall serve at the pleasure of the membership.

Section 2. Duties of the President: (a) The President shall preside at all meetings of the Association.

(b) The President shall arrange the respective programs of all meetings of the Association and of the

Membership and shall direct the execution of all Resolutions of these bodies.

(c) The President shall appoint all Committees.

(d) The President shall present a written report of his administration at the Annual Meeting.

Section 3. Duties of the Vice President: In the absence of the President, or in the event of his inability to act, the Vice President shall perform the duties of the President.

Section 4. Duties of the Secretary-Treasurer: The Secretary-Treasurer shall present a balance sheet and financial statement as of the close of each fiscal year to the Membership. He shall perform such other duties pertaining to his office as the Membership may direct.

Section 5. Duties of the Executive Vice President: (a) The Executive Vice President shall be the custodian of all records of the Association, including financial records and the record of the proceedings of all meetings of the Association and of the Membership. He shall keep a detailed record of the names and addresses of, and data pertaining to, the members. He shall attend promptly to all correspondence and issue all official communications. He shall examine and refer to the Members all applications for membership.

(b) The Executive Vice President shall collect all Association dues and moneys and keep detailed records thereof.

(c) The Executive Vice President shall carry out and perform such other duties pertaining to his office as may be required by the President or by the Membership.

ARTICLE X Committees

Section 1. All committees shall be appointed by the President.

Section 2. The President may appoint special committees for such periods of time, as he deems necessary for the proper conduct of the affairs of the Association.

ARTICLE XI Meetings of the Association

Section 1. The Convention and/or Annual Meeting of the Association shall be held at such time and place as designated by the Membership.

Section 2. Special Meetings of the Association may be called at any time by the President upon his own motion or upon the written request of at least two-thirds of the Members.

Section 3. Notice of each Annual and Special Meeting shall be given in writing by the Executive Vice President to each member not less than thirty days before such meeting.

Section 4. All questions of parliamentary procedure shall be determined in accordance with "Roberts Rules of Order, Revised", except as otherwise provided by the Bylaws.

Section 5. Quorum: Twenty-five percent (25%) of the Members entitled to vote, being present in person at any meeting of the Association or answering a 30-day letter ballot, shall constitute a quorum.

Section 6. Meetings: Only members of NHPDA will have a right to attend association meetings. The members may decide to open a particular meeting to non-members. They may also decide to have joint meetings with other industry groups. The President may invite non-members who are collaborating with the association on particular projects to attend a meeting.

ARTICLE XII Amendments

Section 1. These Bylaws may be amended by a two-thirds vote of the members present, in person or by proxy, who are entitled to vote, at any annual or special meeting of the Association; or by the same vote taken by a 30-day letter ballot as the Executive Committee may determine.

Section 2. Thirty (30) days written notice shall be given each voting member of the Association before a vote shall be taken on any proposed amendment to the Bylaws.

Adopted January 12, 2001

NATIONAL HONEY PACKERS & DEALERS ASSOCIATION

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Statement of Purpose

The National Honey Packers & Dealers Association exists primarily to serve the interests of U.S. packers of honey and the interests of U.S. importers insofar as they promote the interests of U.S. packers and the U.S. honey industry. It provides services to international members insofar as they promote the interests of the U.S. honey industry.

Objectives

- To encourage integrity, fair competition and profitability in the honey industry.
- To foster the use of good manufacturing practices and to monitor the quality of honey market to the retail, foodservice and industrial trades.
- To work closely with the National Honey Board in its efforts to increase the consumption of honey.
- To monitor government regulations and proposed regulations that may affect the honey industry, and to submit comment where relevant.
- To obtain legal guidance and support on industry problems.
- To work with the honey producer organizations on programs that will benefit the honey industry.
- To disseminate information to our members.

Adopted January 12, 2001