

BYLAWS
OF
CALIFORNIA CROP IMPROVEMENT ASSOCIATION

ARTICLE I

General Provisions

Section 1.01. Name. The name of this association is California Crop Improvement Association, hereafter referred to in these Bylaws as "Association".

Section 1.02. Principal Office. The principal office for the transaction of business of the Association shall be located at the Seed Certification Center, University of California, Davis, California 95616. The Board of Directors ("Board") shall have the authority to change the location of the principal office.

Section 1.03. Purpose. The Association is a California Nonprofit Mutual Benefit Corporation organized under California law. The Association is formed for the purpose of engaging in any lawful act or activity for which a nonprofit corporation may be organized under the law, including but not limited to, the certification of seeds and propagating material in the State of California and the promotion of production, distribution and use of superior seeds.

The purposes of the Association shall be accomplished by means of the following:

- (a) Maintaining and making available to the public, through seed certification, high quality seeds and propagating materials of superior crop plant varieties grown and distributed as to ensure genetic identity and purity.
- (b) Cooperating with the University of California, College of Agricultural and Environmental Sciences and the Cooperative Extension Service of the University of California, in the development, testing, distribution, and promotion of superior varieties and strains of crop plants.
- (c) Cooperating with the California Department of Food and Agriculture and the County Agricultural Commissioners in the enforcement of the rules and regulations, and implement the policies and procedures of the Association.
- (d) Holding membership in and cooperating with the Association of Official Seed Certifying Agencies in fostering and adopting uniform standards for

seed certification throughout the United States and affiliated countries.

- (e) Cooperating with seed improvement programs of the University of California, and other organizations engaged in the advancement of technology in the production of high quality seeds.
- (f) Sponsoring and promoting activities which advocate the production, distribution and use of high quality seed.

Section 1.04. Status. The Association is the officially recognized seed-certifying agency pursuant to Section 3875 of Article 4 of Title 3 of the California Code of Regulations. As a recognized seed-certifying agency, the Association has, pursuant to California Seed Law (Food and Agricultural Code Sections 52251, *et seq.*) and the California Code of Regulations, the authority to, among other things, certify agricultural and vegetable seed and to conduct or fund research projects that the Association deems beneficial to California agriculture.

Section 1.05. Certification Procedure. The Association shall make every effort to standardize its certification procedures and to fairly and uniformly apply such procedures to each lot of seed to be certified and to grant certification only on lots meeting all of the applicable standards and regulations for seed certification.

Section 1.06. Definitions. The following definitions shall apply to these Bylaws:

- (a) Agricultural Seed. "Agricultural seed" means the seed of any domesticated grass or cereal and of any legume or other plant which is grown as turf, cover crop, forage crop, fiber crop, or field crop, and mixtures of such seeds. It also includes any other vegetative material used for crop propagation. It does not, however, include any variety of seed that is generally known and sold as flower seed.
- (b) Certification. "Certification" means to certify as to the variety, purity, quality, type, strain or other genetic character of agricultural or vegetable seed.
- (c) Conditioner. "Conditioner" means any person who cleans, scarifies, or blends to obtain uniform quality, or who conducts other operations which would change the purity, germination, or identity of any lots of CCIA-certified seed, including, but not limited to, packaging, labeling, blending together of uniform lots of the same kind or variety, or the preparation of a mixture.
- (d) Crop year. "Crop year" means the period commencing October 1 of any year and extending through September 30 of the following year.
- (e) Person. "Person" means an individual, partnership, corporation, firm, association, limited liability company, limited liability partnership, or other

entity doing business in California.

- (f) Producer. "Producer" or "grower" means any person who is engaged in the business of producing, or causing to be produced, CCIA-certified agricultural or vegetable seed.
- (g) Research. "Research" means any research related to the variety, purity, quality, type, strain, or other genetic and physiological characteristics of agricultural or vegetable seed or the production thereof.
- (h) Seed-Certifying Agency. "Seed-certifying agency" means an agency recognized and designated by the California Department of Food and Agriculture as an agency qualified to certify as to variety, type, strain, quality, and other genetic characters of agricultural and vegetable seeds.
- (i) Vegetable seed. Vegetable seed means the seed of any crop which is or may be generally known and sold under the name of vegetable seed.

ARTICLE II

Members

Section 2.01. **Qualifications and Rights of Voting Membership.** The Association is organized with members, but without capital stock. Any producer or conditioner, as defined above in these Bylaws, who has produced or conditioned seed within the last four crop years, shall be eligible for voting membership on approval by the Board or its designee of a membership application and signing of a membership agreement and the payment of such fees and dues as the Board may fix from time to time, if any.

Each voting member who is not a natural person shall designate in writing the individual who shall exercise the voting rights and be eligible to serve on the Board on behalf of the member. The designation shall be filed with the Secretary of the corporation and shall be maintained with the corporate records. Said designation may be changed by written notice to the Secretary of the corporation.

Section 2.02. **Non-voting Members.** The Association may also admit Associate Members who shall be non-voting members of the corporation. Any person who is interested in the purposes of the Association shall be eligible for non-voting membership on approval by the Board or its designee of a membership application and the payment of such fees and dues as the Board may fix from time to time. Associate members shall not have any of the voting or other rights afforded voting members under the California Nonprofit Mutual Benefit Corporation Law. The Association may, upon recommendation of the Executive Committee and by a majority vote of the Board, admit as an honorary member any person who has been actively interested in seed improvement work and who has rendered outstanding service to the Association and to agriculture. Honorary members shall be non-voting members of the Association.

Section 2.03. Fees. The Board shall determine the fees payable by members for seed certification services and such other fees and dues, including fees for research, which the Board deems appropriate and in the best interest of the Association and the seed industry.

Section 2.04. Good Standing. Those members who have paid the required fees and dues in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 2.05. Termination of Membership. Membership shall terminate on the occurrence of any of the following events:

- (a) Resignation of a member immediately upon notice to the Association;
- (b) Upon expiration of the Membership Agreement;
- (c) Failure of a member to pay any fees set by the Board within the period of time fixed by the Board after they become due and payable;
- (d) Expulsion of a member pursuant to Section 2.06 of these Bylaws.

Section 2.06. Expulsion or Suspension of Membership. A voting or non-voting member may be expelled or suspended pursuant to Section 2.07 of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Association's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.

A person whose membership is suspended shall not be a member in good standing during the period of suspension.

Section 2.07. Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Sections 2.05 or 2.06 of these Bylaws, the procedures set forth below shall be followed:

- (a) The member shall be given 15 days prior noticing of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first class or registered mail to the member's last address as shown on the Association's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

- (c) The Board, committee, or person shall decide whether or not the member should be expelled, suspended or sanctioned in some other way. The decision of the Board, committee or other person shall be final.
- (d) Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice must be commenced within ninety (90) days after the date of the expulsion, suspension or termination.

Section 2.08. Effect of Termination, Suspension, or Expulsion. All rights of a member of the Association shall cease upon termination, suspension, or expulsion from membership. Termination, suspension, or expulsion shall not relieve that member of any existing obligations to the Association. Membership in the Association does not constitute an ownership interest in any asset of the Association at any time.

Section 2.09. No Withdrawal Value. If a membership is terminated for any reason, the Association shall not be liable for the payment of any amount whatsoever. Each member is received into membership on his or her express agreement to this provision. This provision is not for the purpose of penalizing any person whose membership shall be forfeited, or otherwise terminated, but rather because no membership will have any real or intrinsic value.

Section 2.10. Transfer of Memberships. A membership or any right arising from membership may not be transferred to another person without the prior approval of the Board.

Section 2.11. Meetings of Members.

- (a) Place of Meeting. Meetings of the members shall be held in any place within or outside California designated by the Board or by written consent of a majority of the persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the Association's principal office.
- (b) Annual Meeting. An annual meeting of voting members shall be held on a date and at a time fixed by the Board. At this meeting, any proper business may be transacted, subject to any limitations in law or these Bylaws.
- (c) Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by the Board, by the President, or by five (5) percent of the members.

A special meeting of members shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the President, the Vice President, or the Executive Director. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with subsections (d) and (e)

below, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35), but not more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice.

No business other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

- (d) District Meetings. A district meeting may be called from time to time by the director from such district or upon the request of ten (10) members therein. The director from the district holding the meeting shall preside at the meeting. If the director is unavailable, any voting member from that district may preside at the meeting. District meetings shall be informational and/or advisory to the Board or the full membership. Notice of district meetings shall be given in accordance with subsection (f) below.
- (e) Notice Requirements for Members' Meetings. Written notice of any membership meeting shall be given, in accordance with these Bylaws, to each voting member of the corporation. Subject to any additional requirements in law or these Bylaws, the notice shall state the place, date and time of the meeting, the means of electronic transmission by and to the corporation (Corporations Code Sections 20 and 21) or electronic video screen communication, if any, by which members may participate in the meeting, and the general nature of the business to be transacted. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

(f) Manner of Giving Notice for Meetings. Except as otherwise provided in these Bylaws or by law, notice of any meeting of members shall be given not less than 10 nor more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting.

Notice of a members' meeting shall be given personally, by electronic transmission (Corporations Code sections 20 and 21), or by regular first class, bulk, or express mail service, addressed to a member at the address of the member appearing on the books of the corporation or given by the member to the corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located.

An affidavit of giving of any notice or report in accordance with the provisions section, executed by the Secretary, shall be prima facie evidence of the giving of the notice or report.

Notice given by electronic transmission by the corporation under this subdivision shall be valid only if it complies with Corporations Code Section 20. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the corporation after either of the following:

(1) The corporation is unable to deliver two consecutive notices to the member by that means.

(2) The inability to so deliver the notices to the member becomes known to the Secretary or other person responsible for the giving of the notice.

Section 2.12. Waiver of Notice or Consent. The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each member who is not present in person, signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of members. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting, but not so included, if that objection is expressly made at the meeting.

Section 2.13. Quorum. Twenty percent (20%) of the voting members of the Association shall constitute a quorum for the transaction of business at any meeting of members. However, if less than one-third (1/3) of the voting members of the Association are present at a meeting of members, only matters that were specified in the notice of the meeting may be acted upon.

The voting members present at a duly called or held meeting at which a quorum is initially present may continue to transact business until adjournment, even if enough voting members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the voting members required to constitute a quorum.

Section 2.14. Eligibility to Vote. Except with respect to the election of directors, voting members entitled to vote at any meeting of members shall be voting members in good standing as of the date the vote is taken. With respect to the election of directors, members entitled to vote

shall be all voting members that are in good standing as of the date the vote is taken if at an in-person meeting, or on the date the ballots are mailed if the vote is by mail.

Section 2.15. Proxies. Proxy voting shall not be allowed.

Section 2.16. Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following procedure.

The President shall cause a ballot to be distributed to each member in the manner required by Section 2.11 (e) and (f). All solicitations of votes by written ballot shall (1) indicate the number of members responding needed to meet the quorum requirement, (2) state the percentage of approvals necessary to pass the action or actions, and (3) specify the time by which the ballot must be received by the corporation in order to be counted.

Each ballot so distributed shall (1) set forth the proposed action, (2) provide an opportunity to specify approval or disapproval of each proposal (except in the case of elections), and (3) provide a reasonable time in which to return the ballot to the corporation.

Action by written ballot shall be valid only when (1) the number of members casting ballots within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

A written ballot may not be revoked. All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three years.

ARTICLE III

Directors

Section 3.01. Number. The number of directors on the Board shall be no less than fourteen (14) and no more than sixteen (16). The exact number of current directors shall be fixed by a majority vote of the Board. The directors shall be elected or appointed as follows:

(a) One director shall be elected from each of the following districts.

District I - Imperial, Orange, Riverside, San Bernardino and San Diego counties.

District II - Inyo, Kern, Kings, and Tulare counties.

District III - Fresno, Madera, and Mono counties.

District IV - Los Angeles, Monterey, San Benito, San Luis Obispo,

San Mateo, Santa Barbara, Santa Clara, Santa Cruz, and Ventura counties.

District V - Alameda, Alpine, Amador, Calaveras, Contra Costa, Mariposa, Merced, San Joaquin, Stanislaus, and Tuolumne counties.

District VI - El Dorado, Marin, Napa, Nevada, Placer, Sacramento, Sierra, Solano, Sonoma, Sutter, Yolo, and Yuba counties.

District VII - Butte, Colusa, Glenn, Lake, Mendocino, Plumas, and Tehama counties.

District VIII - Del Norte, Humboldt, Lassen, Modoc, Shasta, Siskiyou, and Trinity counties.

- (b) One director shall be appointed by each of the following agencies/departments.

Department of Plant Sciences, University of California, Davis

Cooperative Extension, University of California.

California Department of Food and Agriculture.

California Farm Bureau Federation.

Agricultural Commissioners Association.

California Seed Association.

- (c) The Board may appoint not more than two directors-at-large.

Section 3.02. Eligibility/Qualifications.

- (a) Elected District Directors. Any person who is a voting member of the Association is eligible to serve as an elected district director.
- (b) Agency-Appointed Directors. Any authorized employee or representative of an agency listed in Section 3.01(b) above is eligible to serve as an agency-appointed director for that agency.
- (c) Directors-at-large. Any voting member of the Association is

eligible to serve as a director-at-large.

Section 3.03. Nomination and Election of District Directors. The Board shall adopt reasonable nomination and election procedures.

Section 3.04. Terms of Office.

- (a) Elected District Directors. The term of office of each elected district director shall be four (4) years with no limit on the number of terms served.
- (b) Agency-Appointed Directors. The term of office of each agency-appointed director shall be one year with no limit on the number of terms served.
- (c) Appointed Directors-at-Large. The term of office of each appointed director-at-large shall be four (4) years. No director-at-large shall serve more than two consecutive four-year terms as an appointed director at large. An individual may be re-appointed as a director at large after a break in service of at least four years.
- (d) Any Director attending less than two scheduled Board meetings during any fiscal year shall be automatically disqualified and removed from his/her seat on the Board. The Board may, in its sole discretion, waive this automatic removal provision by majority vote if it finds that the director's absences were excusable under the circumstances.

Section 3.05. Resignation, Removal, and Vacancies. Any director may resign from the Board by giving written notice to the President, the Executive Director, or the Board. A director may be removed from the Board as follows: by his/her appointing agency if an agency-appointed director; by the voting members in the district if an Elected District Director; or by the Board if a director-at-large.

- (a) Elected District Directors. Any vacancy of an elected district director position occurring by the failure of the director to continue in his or her position because of a change in his or her status making the person ineligible to serve, or because of the death, removal, resignation, or disqualification of the director, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors.
- (b) Agency-Appointed Directors. Any vacancy of an agency-appointed director position occurring by the failure of the director to continue in his or her position because of a change in his or her status making the person ineligible to serve or because of the death, removal, resignation, or disqualification of the director, shall be filled for the unexpired portion of

the term by the agency originally appointing the director.

- (c) **Directors-at-Large.** Any vacancy of a director-at-large position occurring by the failure of the director to continue in his or her position because of a change in his or her status making the person ineligible to serve, or because of the death, removal, resignation, or disqualification of the director, may be filled for the unexpired portion of the term by a majority vote of the remaining directors.

Section 3.06. Annual Meeting. An annual meeting of the Board shall be held in conjunction with the annual meeting of members.

Section 3.07. Special Board Meetings. Special meetings of the Board for any purpose may be called at any time by the President, the Executive Director, or any two directors. Notice of any special meeting shall be given in accordance with Section 3.08 below.

Section 3.08. Notice. Notice of meetings of the Board, specifying the time and place of the meeting, shall be given to each director at least seven (7) days before the meeting if sent by first-class mail or express mail service, or forty-eight (48) hours before the meeting if personally delivered or delivered by telephone (including a voice messaging system), or by electronic transmission by the corporation (Corporations Code Section 20).

Notice shall be deemed delivered when deposited in the U.S. mail or with an express mail service, postage prepaid, or when received if delivered personally or by telephone, or on its confirmation of delivery if by electronic transmission.

Section 3.09. Place of Meetings. Meetings of the Board, shall be held at whatever place is designated from time to time by the Board and, in the absence of any designation, shall be held at the principal office of the Association.

Section 3.10.

Meetings by Telephone or Video Conference or by Electronic Transmission. Directors may participate in a meeting of the Board through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Corporation Code Sections 20 and 21).

Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

(1) Each director participating in the meeting can communicate with all of the other directors concurrently.

(2) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 3.11. Waiver of Notice and Consent to Meetings. Unless otherwise prohibited by law, the directors may waive notice of any meeting of the Board. Attendance at and participation in the proceedings of any meeting of the Board shall be deemed such a waiver. The waiver of any director not present or participating in any such meeting shall be in writing, signed by the director, either before or after the holding of the meeting and filed with the Executive Director.

Section 3.12. Quorum. A quorum of the Board necessary for the transaction of business shall be a majority of the current directors. Unless otherwise required by law or these Bylaws, every act or decision done or made by a majority of directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board. Any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles of Incorporation, or these Bylaws.

Section. 3.13. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Any business that might have been transacted at a meeting as originally noticed may be transacted at an adjourned and rescheduled meeting.

Section 3.14. Action Without Meeting. Any action which, in accordance with law, is required or permitted to be taken at a meeting of the directors may be taken without a meeting if all members of the Board consent in writing to such action. The written consent or consents shall be filed with the minutes of the proceedings. An action by written consent shall have the same force and effect as a unanimous vote of the directors.

Section 3.15. Compensation of Directors. Directors shall not receive compensation for their services. Directors shall receive reimbursement for travel and other actual expenses which are incurred by attending Board meetings.

Section 3.16. Powers and Limitations of Board of Directors. The Board, subject to restrictions of law, the Articles of Incorporation, and these Bylaws, shall exercise all powers of the Association. Without limitations on its general power, except as specified herein, the Board shall have full power to do the following:

- (a) Policies and Procedures. Adopt policies and procedures for the

management and operation of the Association, including but not limited to policies regarding certification and research fees, inspections, and all other aspects of seed certification.

- (b) Administration. At its discretion, employ or contract with an executive director, or management firm, or the staff of any other existing organization for the purpose of administering the day-to-day activities of the Association. The Board may employ, retain, or authorize the employment of such other employees, independent contractors, agents, and legal counsel as it from time to time deems necessary or advisable in the interest of the Association, prescribe their duties and fix their compensation. The Executive Committee shall review the Executive Director annually and present the results at the Fall board meeting each year.
- (c) Bonds. The Board may require officers, agents, and employees charged by the Association with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond.
- (d) Audits. Upon a majority vote of the Board, after receiving recommendations from the Audit Committee, the Board may select a licensed certified public account to perform an audit of the books and records of the Association and submit a written audit report to the Board.
- (e) Borrowing money. Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Association name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens, and other evidences of debt and securities.
- (f) Fiscal Year. Fix and change the fiscal year of the Association. Unless changed by action of the Board, the fiscal year shall be the 12-month period ending March 31 of each year.
- (g) Seal. Adopt and use a corporate seal provided that the name of the Association and the state are shown on it. The seal may be affixed to membership certificate and to such other instruments as the Board shall direct. However, the lack of a corporate seal shall not, by itself, affect the legality of any document executed on behalf of the Association.
- (h) Contracts. Enter into contracts and cooperative agreements with individuals and with public and private agencies for the advancement of the purposes for which the Association is organized.
- (i) Property. Acquire and possess real and personal property.

- (j) Bank Accounts and Special Funds. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the Association.
- (k) Committees. Appoint committees as provided in these Bylaws.
- (l) The Board may do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the Association.

Section 3.17. Voting Power. For all purposes, the voting power of each Director shall be one vote.

Section 3.19. Property Rights. No director shall have any property rights in any assets of the Association.

ARTICLE IV

Committees

Section 4.01. Committees of the Board. The Board, by resolution, may create one or more committees of the Board, each consisting of two or more directors *and no persons who are not directors*, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by a majority vote of the directors then in office. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (b) Fix compensation of the directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the Board or appoint the members of committees of the Board; or
- (f) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 4.02. Standing Committees of the Board.

(a) Executive Committee. The Executive Committee shall be a “standing committee of the board” subject to all the rules applicable to “committees of the board” described in this Article. The Executive Committee shall consist of the elected officers of the corporation – President, Vice President, Secretary, Treasurer, and may include the immediate past President of the Association if he or she is still a director on the Board,

The Executive Committee shall have the authority of the Board between Board meetings to make decisions and take actions relative to the operation of the corporation. The Executive Committee shall report any decisions made or actions taken at each meeting of the full Board. The Executive Committee may also develop policies for Board approval, and may review and recommend to the Board changes to the Bylaws and to other operating policies.

(b) Financial Review Committee. The Financial Review Committee shall be a “standing committee of the board” subject to all the rules applicable to “committees of the board” described in this Article. The Treasurer shall serve as chairperson of the Financial Review Committee and the Board shall appoint such other directors to this Committee as it deems appropriate. The Financial Review Committee shall, at least annually, conduct or cause to be conducted a review or an audit of the financial affairs of the Association. In performing its duties the Financial Review Committee shall work with Association staff and may retain the services of an independent auditing firm or others as the Committee deems appropriate. Upon the completion of an annual financial review or other audit of the Association’s finances, the Financial Review Committee shall present a review statement or audited financial statement to the Board at its next regularly scheduled meeting.

Section 4.03. Notice Requirements for Committees of the Board. Written notice requirements for meetings of committees of the Board shall be the same as for Board meetings as described in Article III of these Bylaws.

Section 4.04. Quorum for Committees of the Board. A majority of the members of any committee of the Board 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 or recommendation of the committee.

Section 4.05. Advisory Committees. The Board may also establish advisory committees composed of any number of individuals (either directors or non-directors or both). Advisory committees shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision making authority. The Executive Director, and/or his or her designee(s), may be appointed to any advisory committee.

Section 4.06. Standing Advisory Committees.

(a) Certification Technical Committee. The Certification Technical Committee shall be composed of representatives from the University of California, the California Department of Food and Agriculture, and the Executive Director and/or his or her

designee(s). This committee shall be advisory to the Board and shall recommend the varieties to be certified and the standards to be employed in field and seed inspections.

(b) Research Committees. One or more Research Committees shall be established by the Board and each shall be composed of at least one director as well as an unrestricted number of certified seed growers of the particular commodity for which the committee is created, and the Executive Director and/or his or her designee(s). The number of Research Committees may vary at the discretion of the Board. Research Committee appointments shall be made by a majority vote of the Executive Committee. Research Committees shall review and make recommendations to the Board on research proposals the Association may receive from various sources.

Section 4.07. Meetings by Telephone or Video Conference or by Electronic Transmission. Any meeting of a committee may be held by telephone or video conference or by electronic transmission in the same manner provided for in Article III of these Bylaws.

ARTICLE V

Officers

Section 5.01. Officers. The Board shall annually elect a President, a Vice-President, a Treasurer, and a Secretary, all of whom must be directors. The President shall hold no office other than that of President. The Board may appoint an Assistant Treasurer to assist the Treasurer with his or her duties. The Assistant Treasurer shall have the authority and perform the duties as prescribed by the Board. The offices of Secretary and Treasurer may be combined and held by one person, in the discretion of the Board. If combined, the officer shall be known as the "Secretary/Treasurer".

The officers shall hold office until the election and qualification of their successors or until they are removed as set forth below. The Executive Director shall be an officer of the corporation, but not an elected officer.

Section 5.02. Terms of Office. Elected officers shall serve one-year terms. No person shall hold the same office for more than three (3) consecutive terms.

Section 5.03. Compensation of Officers. The elected officers of the Association shall not receive compensation for their services.

Section 5.04. Removal of Officer. Any officer may be removed for any reason by a majority vote of the Board.

Section 5.05. President. The President shall preside at all meetings of the members and the Board. He or she shall have the general powers and duties usually vested in the office of chairperson of a corporation, and shall have whatever other powers and duties may be prescribed by the Board.

Section 5.06. Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions of the President. The Vice-President shall have whatever other powers and duties may be prescribed from time to time by the Board.

Section 5.07. Treasurer. The Treasurer shall keep and maintain, or cause the Executive Director to keep and maintain, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gain, losses, capitol and surplus. The Treasurer shall render to the President and directors, on request, an account of all of the transactions and of the financial condition of the Association, and shall have whatever other powers and duties may be prescribed by the Board.

Section 5.08. Secretary.

(a) Book of Minutes. The Secretary shall keep or cause to be kept, or cause the Executive Director to keep and maintain, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual or special, and, if special, how authorized, the notice given, and the names of those present at the Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and the Bylaws, as amended to date.

(b) Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of its committees required by these Bylaws. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 5.09. Executive Director. The Executive Director shall be an at-will employee. The Executive Director cannot also be a director on the Board. Subject to the supervisory powers of the Board, the Executive Director shall:

- (a) Be the Chief Executive Officer of the Association responsible for all management functions.
- (b) Manage and direct all activities of the Association as prescribed by the Board and shall be responsible to the Board.
- (c) Employ and may terminate the employment of members of the staff necessary to carry on the work of the Association, and fix their compensation within the approved budget of the Association.

- (d) Define the duties of the staff, supervise their performance and establish their titles which, in the Executive Director's judgment, are in the best interests of the Association.
- (e) Not accept any outside employment on a salary or fee basis without the express approval of the Board.
- (g) Keep, or cause to be kept, a voting list of the names of the members and directors, their addresses and telephone numbers.
- (h) Give, or cause to be given, notice of all meetings.
- (i) Subject to the general oversight of the Treasurer, serve as the Assistant Treasurer and Chief Financial Officers of the Association. The Executive Director shall assist the Treasurer in keeping and maintaining, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capitol and surplus. The Executive shall, under the general oversight of the Treasurer, deposit money and other valuables in the name and to the credit of the Association with depositories designated by the Board, and shall disburse the funds of the Association as may be ordered by the Treasurer and the Board.
- (j) Attend and participate in all meetings of committees of the Board (or send a designee or designees), except when excused by the President.
- (k) Perform any other powers and duties as may be prescribed by the Board.

ARTICLE VI

Liability and Indemnification

Section 6.01. Liability. There is no monetary liability on the part of and no cause of action for damages shall arise against any volunteer director or volunteer officer of the Association based on any alleged failure to discharge the person's duties as a director or officer if the duties are performed in accordance with the standards of conduct specified below.

Section 6.02. Indemnification. The Board may, in its discretion, and to the extent allowed by law, authorize the Association to indemnify and defend its directors and officers against damages and liabilities to third parties, including court costs and attorneys' fees, incurred in the course and scope of their activities on behalf of the Association or arising out of their status as directors.

Section 6.03. Required Standard of Conduct. The person seeking indemnification must

be found to have acted in good faith, in a manner he or she believed to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances.

Section 6.04. Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of an insurance policy or bond on behalf of its directors and officers against any liability to third parties, other than for violating provisions against self-dealing, asserted or incurred by the director or officer in such capacity or arising out of the director or officer's status as such.

ARTICLE VII

Dissolution

Section 7.01. Voluntary Dissolution. The corporation may be voluntarily dissolved at any time by a majority vote of the voting members at any properly called and noticed membership meeting where a quorum is present. If the voting members approve the dissolution, the Board shall promptly cease operations and proceed to wind up and dissolve the corporation.

Section 7.02. Remaining Assets. Upon the dissolution of the corporation, all debts thereof shall be paid and its affairs settled, and all remaining assets shall be distributed as determined at the time of dissolution by the Board in its sole discretion so long as the distribution is not inconsistent with law.

ARTICLE VIII

Amendments

Section 8.01. Amendments. These Bylaws may be amended, or repealed and new Bylaws adopted, by a majority vote of the Board at any properly called meeting where a quorum is present.

However, approval of the voting members is also required for any amendment or for new Bylaws that would:

- (a) Materially and adversely affect the members' rights as to voting or dissolution;
- (b) Effect an exchange, reclassification, or cancellation of all or part of the memberships;
- (c) Authorize a new class of membership;
- (d) Change the number of authorized directors;
- (e) Change from a fixed number of directors to a variable number of directors, or vice versa;
- (f) Increase or extend the terms of directors;
- (g) Allow any director to hold office by designation or selection rather than by election by the members;
- (h) Increase the quorum for members' meetings; or

- (i) Repeal, restrict, create, expand, or otherwise change proxy rights.

All proposed bylaw amendments or new Bylaws must be sent to all directors and/or members eligible to vote on such amendments or new Bylaws at least ten (10) days prior to the meeting at which the amendments or new Bylaws will be discussed and voted on (or at least 10 days prior to the deadline for returning any ballot if approval is requested pursuant to written ballot).

ARTICLE IX

Miscellaneous

Section 9.01. Inspection of Records. The members and directors of the corporation shall have the right to inspect the records of the corporation to the extent and under the circumstances provided by the California Nonprofit Mutual Benefit Corporation Law.

Section 9.02. Annual Report. Within 120 days after the close of the corporation's fiscal year, the Board shall cause an annual report to be prepared in accordance with Section 8321 of the California Corporations Code. The report shall be made available to any member who requests a copy.

Section 9.03. Annual Statement of Transactions and Indemnifications. As part of the annual report described in Section 2 above, the Board shall cause to be prepared a statement of any transaction of indemnification if required by Section 8322 of the California Corporations Code.

Section 9.04. Conflicts of Interest. Board members and committee members must actively seek to avoid situations and activities that create an actual or potential conflict between the individual's personal interests and the interests of the corporation. If a Board member or committee member believes that a conflict exists relative to a particular issue being considered by the Board or any committee, he or she shall disclose the conflict to the Board or committee, as appropriate, and abstain from discussion or voting on the issue.

For purposes of this section and these Bylaws, a "conflict of interest" means a situation in which a Board or committee member is part of a discussion or decision by the Board or a committee which has the potential to financially benefit that Board or committee member or a member of that Board or committee member's immediate family. "Immediate family" means, spouse or same-sex/domestic partner, children, parents, siblings, parents-in-law, or siblings-in-law. Both the fact and the appearance of a conflict of interest should be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the President, who will determine whether disclosure to the Board or the assistance of legal counsel is required.

Section 9.05. Intellectual Property. All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to the CCIA name, educational, promotional, and training materials, certification information, newsletters, contracts, logos,

service marks, membership lists, contributor lists, and research results, shall be the exclusive property of the corporation and directors, members, and contractors/employees agree to deal with it as such. Directors, members and contractors/employees agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without prior approval of the Board memorialized in a writing signed by the President.

Section 9.06. Required Disclosures and Reporting. CCIA shall comply with the disclosure and reporting requirements of federal and state agencies to which it is subject.

Section 9.07. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term "person" includes both an individual and an entity.