

Adopted 5/22/80 - Amended 2,23/2023

**FAR WEST SPEARMINT OIL ADMINISTRATIVE COMMITTEE FEDERAL MARKETING ORDER NO. 985
BY-LAWS**

ARTICLE I - PRINCIPAL PLACE OF BUSINESS

Section 1. The principal place of business and office of the Committee shall be 6601 W Deschutes Ave., Suite C-2, ,
Kennewick, WA.

ARTICLE II - OFFICERS AND THEIR DUTIES

Section 1. The officers of the Committee shall be selected by the Committee and shall consist of a Chairman, a Vice-Chairman, a Secretary and a Treasurer, each whom shall be a member of the Committee. Each officer shall hold office for a period of one year from the date of his/her election, and thereafter until his/her successor shall have been duly elected and qualified; provided, however, that any officer may be removed from office with or without cause by affirmative vote of 75% of members present. An officer may serve more than one year consecutively.

Section 2. The duties of the Chairman shall be: (1) To preside at all meetings of the Committee, (2) Call regular and special meetings of the Committee when deemed necessary, (3) Have general supervision of the affairs of the Committee, and perform all acts and duties usually incident to and required of an executive and presiding officer, and (4) be an ex-officio member of all subcommittees.

Section 3. The duties of the Vice-Chairman shall be to preside in the place of the Chairman in the absence, disqualification, disability, or at the direction of the Chairman. If neither the Chairman nor the Vice Chairman shall be present at a meeting, a Chairman Pro Tem selected by the members there present shall preside.

Section 4. The duties of the Secretary shall be: (1) to keep or cause to be kept a complete record of the proceedings of all meetings of the Committee, (2) To attest all papers, documents, and other instruments on behalf of the Committee.

Section 5. The duties of the Treasurer shall be: (1) have oversight of all monies, property and securities belonging to or under control of the Committee, and (2) Verify that a fidelity bond is in effect covering the employees, agents, and officers of the Committee.

ARTICLE III - MANAGER : DUTIES AND FUNCTIONS

Section 1. The Committee shall employ or contract as an agent, a Manager, for such time and at such compensation as it deems advisable, whose duties shall be as follows: (1) Be responsible for the publication of all notices the Committee is required to give, (2) Assemble, compile and analyze all information necessary for the Committee to have in considering recommendations for regulations, (3) Prepare all reports necessary to accompany recommendations of the Committee to the Secretary of Agriculture (4) Keep regular books of account under the direction of the Committee, (5) Collect all monies due the Committee and deposit the same in a bank designated by the Committee, (6) Submit for approval of the Committee at their discretion all invoices and/or vouchers covering purchases or expenses, and make available statements

of all receipts, expenditures, and balances, and (7) Submit for approval of the Committee Secretary, a record of all Minutes of meetings of the Committee and its subcommittees.

ARTICLE IV - MEETING AND VOTING

Section 1. All regular meetings of the Committee shall be held at such time and place as designated by the Committee Chairman unless otherwise ordered by the Committee.

Section 2. Special meetings of the Committee may be held whenever called by the Chairman, or by the Vice-Chairman when acting as Chairman, or by four or more members of the Committee, and any and all business coming before the Committee may be transacted at such special meetings. Notices of special meetings shall specify the purpose of such meetings. A call for a special meeting, other than that called by the Chairman or Vice-Chairman, must be in writing and signed by the parties issuing the call, and such notices shall state the time and purpose of the meeting. Notices may be given by mail, or email by the Chairman or by their order.

Section 3. The regular order of business of the Committee, unless otherwise determined by the Committee shall be as follows:

1. Roll Call.
2. Consider Minutes of previous meeting.
3. Report of Committee Finances.
4. Report of Manager.
5. Report of Officers.
6. Report of Subcommittees.
7. Unfinished business
8. New business
9. Adjournment

Section 4. Voting by the Committee shall be governed by the appropriate provisions of the Marketing Order. Any vote taken by mail, telephone or telegraph shall be only upon order of the Chairman, who may establish a time limit for return of ballots. The questions submitted, a record of the members voting, and a confirmation in writing of the vote by each member shall be made a part of the regular minutes. At any assembled meeting, all votes shall be cast in person. Unless the individual member indicates to the chair that he is abstaining or voting negatively, his vote shall be considered as affirmative and so recorded.

ARTICLE V - SUBCOMMITTEES

Section 1. The Committee may appoint such subcommittees as it may deem necessary for the expeditious handling of the affairs of the Committee, and assign to such subcommittees such duties as the Committee may deem proper. When a subcommittee has disposed of the specific matter assigned to it, and report thereof has been made to the Committee, such subcommittee shall be automatically discharged. All MEMBERS OF ALL subcommittees created by the Committee, unless otherwise ordered by the Committee when created, shall be appointed by the Chairman.

Section 2. An Executive and Budget Subcommittee consisting of the Chairman, Vice-Chairman, the Secretary and the Treasurer shall perform such special duties assigned to them by the Committee from time to time. Any two of the following shall be empowered to sign checks on the Committee funds to cover Committee operations: The Treasurer, and such other

Executive and Budget Subcommittee Member as the Chairman may designate, or the Manager. The Executive and Budget Subcommittee shall meet whenever necessary to examine all accounts and books of record. Any three members of the Executive and Budget Subcommittee shall constitute a quorum and may transact business of the Executive and Budget Subcommittee. All actions taken by the Executive and Budget Subcommittee shall be subject to approval by the Administrative Committee at their next regular or special meeting.

Section 3. A Market Promotion Subcommittee shall be appointed by the CHAIRMAN consisting of seven members with a quorum requirement for action of FOUR . The Market Promotion Subcommittee will explore new markets for the Far West spearmint oil.

ARTICLE VI - FIDELITY BONDS

Section 1. All Officers, agents, and employees of the Committee who handle funds belonging to or under the control of the Committee shall be placed under a Fidelity Bond issued by a company authorized to do business in that state in which the principal office is located, in an amount to be determined each year at the policies renewal based on the highest amount of money the Committee is expecting to have on hand during the fiscal year. , The premium on such bond or bonds shall be paid by the Committee.

ARTICLE VII - PROCEDURE AND TRANSACTIONS OF BUSINESS

Section 1. Each and every order, regulation, decision, or act of any such officer, member, alternate, employee, or agent shall be in accordance with the Agricultural Marketing Agreement Act of 1937, and title 7 CFR section 958, the "United States Department of Agriculture Marketing Agreement and Order Operations Manual" and "Management Guide for Marketing Order Committees and the United States Department of Agriculture". Any matter of procedure not covered by these rules and regulations shall be governed by "Robert's Rules of Order". No person, not a member of the Committee, shall be entitled to participate in the deliberations and proceedings of the Committee or speak upon any subject before the Committee, except with the consent of the presiding officer.

ARTICLE VIII - POWERS OF COMMITTEE

Section 1. Any officer, member, alternate, agent, or employee appointed, elected, or employed by the Committee shall be subject to removal or suspension by the Committee at any time. No officer, member, alternate, employee, or agent shall have the authority to commit the Committee unless such authority has been duly delegated. Each and every order, regulation, decision or act of any such officer, agent or employee shall be subject to the continuing right of the Committee to disapprove of the same, and upon disapproval by the Committee shall be deemed null and void to such extent as the Committee may determine.

ARTICLE IX - REIMBURSEMENT OF EXPENSES

Section 1. The members, alternates, agents, and employees of the Committee, when acting on the Committee business, shall be reimbursed for actual travel and lodging and receive a stipend for meals and incidental when performing their duties as committee members. All contract employees of the Committee will be reimbursed for actual cost associated with any travel associated with their duties as contracted employees of the committee.

Section 2. All claims for reimbursement must be submitted to the Manager no later than 60 days after the expense is incurred. All claims must be reported on the Expense Form and all receipts for the incurred expenses must be attached.

When a receipt is unavailable or lost, a written statement is required by the claimant providing the reason(s). In the absence of satisfactory explanation, a reimbursement for a lost receipt may not be allowed.

1. The Committee must approve all international travel.
2. The Committee will only reimburse airfare for a coach ticket to the required destination.
3. The use of privately owned vehicles for official Committee business is permitted. When practical, because of cost and work requirements, a rented vehicle shall be permitted. The reimbursement of expense for authorized travel by private vehicle will be established at the IRS allowable mileage rate for the most direct route. Personal auto liability insurance is the responsibility of the driver.
4. If the claimant is combining official Committee business with a holiday, vacation, or other personal travel, reimbursement will be based on the least expensive means of travel for the official Committee business. No reimbursement will be made for vacation days or personal travel.

ARTICLE X - FISCAL POLICY

Section 1. All agreements, contracts, and Committee checks must have two signatures. Approved signatures will be the Chairman, Vice Chairman, Secretary, Treasurer, and Manager

Section 2. The Committee Budget will be prepared by the Manager and presented to the Executive Subcommittee no later than MARCH 15 . The Committee will review the budget no later than April 1 for recommendation to the United States Department of Agriculture for approval.

Section 3. All invoices shall be initialed by the two check signers.

Section 4. Any request for financial contributions, must be in writing stating the project, purpose, the benefit to the industry, and the proposed budget and timetable. Only those requests that will have a broad based effect on the image and betterment of the Far West Spearmint Oil industry will be considered. The Committee will not lend its name to any activity without Committee approval of expressed written intent and purpose by the organization or event.

Section 5. The Manager will prepare a written financial statement at every regular meeting of the Committee.

ARTICLE XI - AMENDMENTS

Section 1. The Committee may amend these Rules and Regulations at any meeting thereof where a quorum is present, and shall require the concurring vote of six of the members present, provided at least one week's notice shall be given to all members of the Committee that such amendment will be considered.

ARTICLE XII - TIME WHEN RULES AND REGULATIONS EFFECTIVE

Section 1. The rules and Regulations herein prescribed shall become effective from and after their date of adoption and approval by the Committee.

Section 2. The Committee does hereby adopt and approve the by-laws herein on this date, FEBRUARY 22, 2023 .