By-Laws of The Southeast Produce Council, Inc. (Amended)

As Amended [Date of Member Ratification]

Article I — Name and Principal Office

The name of this organization is THE SOUTHEAST PRODUCE COUNCIL, INC. The principal office of the association shall be 242 N Masonic Street, Millen, Georgia 30442.

Article II — Purpose

The purpose of this organization shall be as follows:

(i) To promote the consumption of fresh fruits and vegetables in the states of Florida, Georgia, Alabama, Mississippi, Louisiana, Tennessee, North Carolina, Virginia, Kentucky, and South Carolina through good fellowship, cooperation, and mutual interest among its members;

(ii) To instill in its members a high sense of professionalism and loyalty to each other;

(iii) The Council shall be operated exclusively for non-profit purposes, no part of the net earnings of which shall inure to the private benefit of any of its members; and

(iv) To support charitable causes in the southeastern communities.

Article III — Membership

Section 1. Categories of Membership. Membership in the Council shall be limited to the following categories. Regular membership shall be limited to persons or organizations of good standing who are involved in the produce industry through growing, wholesaling, sales, marketing, packaging, and distribution of fresh and related products or commodities sold in food store produce areas and to the foodservice industry. Associated membership shall be limited to persons of good standing who do not directly buy, sell, or handle fresh produce but who are allied to the produce industry in that they furnish services, supplies, or equipment used in the fresh produce industry.

Section 2. Applications. Applications for membership shall be submitted to the Council's office. The President & CEO will consider all applications and approve those applicants in compliance with Section 1 of this Article. Members shall be bound by the provisions of these By-Laws and shall pay such dues as may be prescribed by or under the provisions of these By-Laws.

Section 3. Expulsion. The Board of Directors, by a simple majority vote of the board members present at any regular or special meeting, may expel a member for (a) non-compliance with the provisions of the By-Laws of this organization, or (b) any conduct or practice detrimental to the organization, provided that in situation (b) above, the Board may so act only after such charges have been received in writing and the member has been given notice and offered ample opportunity to be heard.

Section 4. Retired Members. Any SEPC member, upon retirement from active participation in the produce industry or allied industry, shall have the right to continue SEPC membership by payment of annual dues. Membership for all past directors and officers of SEPC who retire from active participation in the produce industry or allied industry will continue on an honorary basis.

Section 5. Delinquent Dues. When a member becomes one year delinquent in the payment of dues, the Secretary or the President & CEO shall send a notice to the delinquent member via email stating that the member is behind in dues and that if the Council does not hear from the member within thirty (30) days, the member's name will be dropped from the membership list.

Section 6. Membership List. Any requests for the list of membership must be approved by a simple majority vote of the Board of Directors.

Article IV — Dues

Section 1. Authority to Set Dues. The Board of Directors shall have the power from time to time to revise dues assessments and other charges.

Section 2. Enforcement. The SEPC shall have the right to bring suit, on behalf of itself and/or its members, to enforce its By-Laws, resolutions, agreements, and other rights of every kind and description, and/or to collect damages for violation thereof.

Article V — Board of Directors

Section 1. Composition and Management Structure. The number of members of the Board of Directors shall vary from twelve (12) to twenty (20) at the sole discretion of the Board of Directors then in place. The members of the Board shall include the Executive Committee as defined in Article VII, the President & CEO, and all Past Chairmen of the Board. Members of the Executive Committee, the President & CEO, the Chief Operating Officer, Past Chairmen of the Board, and members of the Board of Governors shall not count toward the Board of Directors membership limits set forth in this Section. The makeup of the Board shall be at the discretion of the Board. It is recommended that the Board make every effort to choose its members as follows: fifty percent (50%) from Grower/Shipper/Associated membership and fifty percent (50%) from Retail/Wholesale/Foodservice membership.

The directors and Executive Committee members shall have full voting rights at Board meetings. The President & CEO shall vote only to break a tie. The Chief Operating Officer, Past Chairmen of the Board, and the Board of Governors shall have no voting rights at Board meetings. Directors shall be sworn in at the annual meeting in the manner hereinafter prescribed in these By-Laws.

A Director's term shall be two (2) years. A Director is eligible to be re-elected and serve a maximum of two (2) consecutive terms or four (4) consecutive years. A member who serves two (2) consecutive terms as a Director may be re-elected to that position only after having spent one (1) term or two (2) years outside of the Board. Each year, the Board will endeavor to elect fifty percent (50%) of its total membership. Only one member of a particular company may serve on the Board of Directors at any given time.

The day-to-day management and operations of the Council shall be carried out by the President & CEO, the Chief Operating Officer, and such director-level staff positions as the Board of Directors may from time to time authorize. This management structure is distinct from the Board of Directors and shall operate under the supervision and direction of the President & CEO. The creation or elimination of director-level staff positions shall require the approval of the Board of Directors.

Section 2. Powers. The business affairs and property of the organization shall be under the management, supervision, and control of the Board of Directors. In addition to the powers and

authorities expressly conferred upon them by these By-Laws, the Board of Directors may exercise all powers of the organization and do all lawful acts and things that are not by these By-Laws directed or required to be exercised or done by others.

Section 3. Meetings. The Board of Directors may hold regular, special, or adjourned meetings as determined by the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board and shall be called upon written request of five (5) members of the Board of Directors. Any business may be transacted at any special meeting.

Section 5. Quorum. A simple majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 6. Removal and Vacancies. Any director may be removed from office for failure to attend meetings or failure to perform the functions or fulfill the responsibilities of the position. Any director charged with this failure of duty shall be offered an opportunity to present an explanation to the Board of Directors. Removal from office shall require a simple majority vote of the Directors. In the case of any vacancy on the Board of Directors through death, resignation, or other cause, the remaining directors may elect a successor to hold office until the expiration of the term left vacant or leave the seat vacant. A director who resigns from the Board must have spent one (1) term (two years) outside the Board in order to be considered for re-nomination.

Article VI — Officers

Section 1. Officers and Authority. The officers of the Council shall be Chairman of the Board, Vice Chairman of the Board, Secretary, Treasurer, Chief Operating Officer, and President & CEO.

The Board of Directors, with the exception of the President & CEO and the Chief Operating Officer, shall elect the above-named officers to serve for a one-year term. The succession of offices shall be Treasurer, Secretary, Vice Chairman of the Board, then Chairman of the Board.

The President & CEO shall be elected by the Board of Directors from the membership and shall serve at the pleasure of the Board. The President & CEO shall be responsible for all operations of the Council, management of all staff, and execution of the strategy and directives established by the Board of Directors. The President & CEO may delegate operational responsibilities to the Chief Operating Officer and to director-level staff but shall retain ultimate responsibility for the management and operations of the Council.

The Chief Operating Officer shall report to the President & CEO and shall be responsible for overseeing the operations, systems, and organizational infrastructure of the Council under the direction of the President & CEO.

Section 2. Officer Vacancies. In the case of a vacancy in any office through death, resignation, or otherwise, the Board of Directors shall fill such vacancy.

Section 3. Ad-Hoc Committees. The Chairman of the Board and the President & CEO may appoint ad-hoc committees from time to time to review various issues that affect the SEPC. Ad-hoc committee members must come from the regular SEPC membership.

Section 4. Board Vacancies. In the case of any vacancy on the Board of Directors of an officer through death, resignation, or other cause, the remaining directors may elect a successor to hold office until the expiration of the term left vacant.

Section 5. Meetings. The Board of Directors may hold regular, special, or adjourned meetings as determined by the Board of Directors.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or President & CEO and shall be called upon written request of five (5) members of the Board of Directors. Any business may be transacted at any special meeting.

Section 7. Quorum. A simple majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 8. Removal. Any director may be removed from office for failure to attend meetings or failure to perform the functions or fulfill the responsibilities of the position. Any director charged with this failure of duty shall be offered an opportunity to present an explanation to the Board of Directors. Removal from office shall require a simple majority vote of the Directors.

Section 9. Committee Framework. Standing and ad-hoc committees of the Council shall serve in an advisory capacity to the Board of Directors. Each standing committee shall work alongside the director-level staff member accountable for the corresponding programmatic domain. Committees may make recommendations to the Board of Directors and to the President & CEO but shall not have authority to bind the Council, direct staff, or act on behalf of the Board unless expressly authorized by the Board of Directors.

Article VII — Executive Committee

Section 1. Composition. The Executive Committee shall consist of the Chairman of the Board, the Vice Chairman of the Board, the Secretary, the Treasurer, and the Immediate Past Chairman of the Board. The President & CEO shall serve as a non-voting, ex officio member of the Executive Committee. The Chief Operating Officer may attend meetings of the Executive Committee at the invitation of the President & CEO in a non-voting capacity.

Section 2. Meetings. The Executive Committee may meet at the call of the Chairman of the Board or the President & CEO. A majority of the voting members of the Executive Committee shall constitute a quorum.

Section 3. Authority and Limitations. The Executive Committee may act on behalf of the Board of Directors on urgent matters arising between regular meetings of the Board of Directors, provided that any such action shall be reported to the full Board of Directors at its next meeting and shall be subject to ratification by the Board. The following matters shall require action by the full Board of Directors and may not be acted upon by the Executive Committee alone: (i) amendment of these By-Laws; (ii) election or removal of officers or directors; (iii) creation or elimination of director-level staff positions; (iv) any matter requiring a vote of the membership.

Article VIII — Meetings of Members

Section 1. Annual Meeting. The Board of Directors and President & CEO shall determine the date of the annual meeting of the members. The Executive Office shall provide written notice of the time and place of each annual meeting at least ten (10) days prior to the meeting to each member at such email address as appears on the records of the SEPC.

Section 2. Special Meetings. Special meetings of the members shall be called by the Chairman of the Board or the President & CEO, at the request, in writing, of at least five (5) members of the Board of Directors or at the request, in writing, of at least ten (10) members in good standing. Such requests shall state the purpose of the proposed meeting. The officer calling a special meeting shall set the time and place for the meeting. The Secretary shall provide written notice of the time and place of each special meeting, indicating briefly the purpose thereof, to be sent at least ten (10) days prior to the meeting to each member at such email address as appears on the records of the SEPC.

Article IX — Election of Directors

Section 1. Nominations and Ballot. The President & CEO will send an official call for nominations for any open seats on the Board of Directors at least forty-five (45) days before the annual meeting to all membership via electronic mail. The membership will be given five (5) days to submit all nominations. The President & CEO shall appoint a nominating committee of at least five (5) members to review the submitted names for nomination. The chair of the nominating committee shall report the names of nominated candidates to the President & CEO no less than thirty (30) days before the annual meeting. The President & CEO will send the official ballot with selected candidates to the entire membership via electronic mail at least twenty-five (25) days before the annual meeting, to be voted on. A write-in candidate space will be provided on the official ballot. In the event a write-in candidate receives a simple majority over any open-seat nominee put forth by the nominating committee, the write-in candidate shall be elected.

Section 2. Availability of Information. The names of those on the nominating committee as well as the names of the members being recommended to the Board of Directors are available to Council members upon request.

Section 3. Announcement. At the annual meeting, the President & CEO or the Chairman of the Board shall announce the names of the members elected to the Board through the election process outlined in this Article.

Article X — Voting

Section 1. Eligibility. All members who are on the active roster and have a valid email address shall have one vote.

Section 2. Quorum. A simple majority of the members entitled to vote in a particular matter shall constitute a quorum. In determining the existence of a quorum or the total number of members entitled to vote or present for voting, all members present in person or represented by proxy shall be counted.

Article XI — Amendments

Section 1. These By-Laws may be amended at any regular or special meeting of the Council, provided that written notice of such amendments shall have been sent to all members at least ten (10) days before such meeting, and provided further that such amendments are adopted by a simple majority vote of the members present in person or by proxy at any such meeting.

Article XII — Board of Governors

Section 1. Composition. The Board of Governors shall consist of Past Chairmen of the Board and such other distinguished members of the Council as the Board of Directors may designate from time to time in recognition of their service and contributions to the Council.

Section 2. Role and Purpose. The Board of Governors shall serve as a non-voting advisory body dedicated to the stewardship of the Council's mission, values, and institutional continuity. Members of the Board of Governors may be invited to attend meetings of the Board of Directors in a non-voting capacity and may advise the Board of Directors and the President & CEO on matters of strategic importance to the Council.

Section 3. Limitations. Members of the Board of Governors shall not be counted toward the Board of Directors membership limits and shall have no voting rights at meetings of the Board of Directors or the membership.

Article XIII — Severability

Section 1. All provisions of these By-Laws shall be severable. Any provision of these By-Laws which general counsel shall determine to be invalid under, in contradiction with, or prohibited by applicable federal or state law shall be null and void, but in such event all other provisions hereof shall be and continue in full force and effect.