

United States Lavender Growers Association (the "USLGA") Policies and Procedures

November 2014

USLGA, the legal entity for the United States Lavender Growers Association, is an organization chartered in Nebraska receiving 501 (c)(6) status by the Internal Revenue Service. The mission of USLGA is to support and promote the U.S. lavender industry through research, education, networking and marketing. The primary documents for the organization are: USLGA Articles of Incorporation; USLGA Bylaws; USLGA Policies and Procedures Manual and USLGA Membership Directory.

1. MISSION STATEMENT

The mission of USLGA is to support and promote the U.S. lavender industry through research, education, networking and marketing.

2. VISION STATEMENT

As a collective voice for members, the United States Lavender Growers Association will advocate for, promote, and support and United States lavender industry. The USLGA will offer opportunities for members to participate in and benefit from networking, education and research. It will seek marketing opportunities to raise awareness of the lavender industry, connect buyers to sellers, and enhance member farms and businesses. The USLGA will support growers in producing a quality sustainable lavender crop and end products to satisfy U.S. demand and will be a partner in the global lavender community.

3. BYLAWS

4. ARTICLES OF INCORPORATION

5. MEMBERSHIP

The Membership Committee will assist potential new members to apply to become members of USLGA. Applicants will select the category of membership they request via paper or website application and send dues. The Membership Committee will review this and let the applicant know if another category would be a better fit. Once the membership application has been accepted and the appropriate level of dues received the applicant becomes a member.

Members can join at any time. Membership will run for one year from joining and then be renewable. Membership applications will first be accepted April 27, 2012. A meeting of the membership will occur annually in January. This meeting can be face to face, online or by phone or any other means deemed acceptable. Notice of the meeting will be given 10 - 60 days in advance.

Membership Category Information:

Grower Member – Voting rights for One. An individual involved in the production of lavender plants for profit. A grower member has lavender plants established in the ground in the United States and a primary address in the United States. This membership level includes all growers and propagators, distillers and those who develop and sell value-added lavender products from their own crop.

Associate Member – Voting rights for One. An individual who contributes to and benefits from the promotion and expansion of the lavender industry in the United States, and any individual not having a primary address in the United States. This membership level includes academia, product producers and all lavender enthusiasts not meeting the grower and affiliate member category.

Affiliate Member – One Member. No voting rights. This category includes commercial manufacturers, wholesalers and retailers of equipment and associated items and services to the lavender trade, associations and organizations including non-profit organizations, and others at the discretion of the board.

Reciprocal Affiliate Member - One Member. No Voting Rights, No Dues. This category is an arrangement without exchanging dues between associations whose interests are compatible with those of the United States Lavender industry and USLGA. It is designed to exchange information and build mutually beneficial relationships.

Charter Membership – Charter Membership was previously obtained by joining the United States Lavender Growers Association by October 27, 2012. This title is only for grower or associate members and would entitle them to use this terminology in their advertising materials, as well as their websites. It would remain in effect as long as the member remains in good standing with paid-in-full dues and exercises their right to vote.

Definition of Membership

Grower and Associate Members – Each membership has one vote. Membership is held in the name of the individual member. In the event ownership is a vested entity of LLC, Corporation, Partnership, etc, you may name one additional individual/officer as part of your membership. One of the named individuals/officers must be designated as the voting member. The assigned username and password, Member's Area of the uslavender.org website, and associated USLGA benefits are only for the designated persons use and not to be distributed to non-members.

Affiliate Member – Membership is for one individual/officer of a company or corporation or an association or organization as a whole. This membership level has no voting rights.

Associations and organizations are permitted to post their organization's events and meetings on the Calendar of Events. Individual members of associations and organizations are not allowed to post their events unless they hold individual memberships. The assigned username and password, Member's Area of the uslavender.org website, and associated USLGA benefits are only for the designated persons use and not to be distributed to their organizations members. The designated member is the voice for their organization and should use the information on the site properly. Information should not be downloaded or forwarded. The designated contact can post on the forum, post events, read the member newsletter.

Sale of a Business – Membership is non-transferable upon the sale of the business.

Reciprocal Affiliate Members - Members will have their organization name and website listed in the member directory, organization events and meetings listed in the Event Calendar, and access to the USLGA logo for usage on their website. They will also receive our in-depth

newsletter, a discount at the National Conference, and access to our website covering all aspects of our industry.

Founding Members and Charter Members

Founding member refers to those members who were instrumental in creating and building USLGA. Founding members participated on the organizing committee, attended frequent meetings, regularly posted and commented on various topics in discussion areas, and participated in at least 1 subcommittee and/or were sitting board members.

According to the Bylaws Article II section 7 Charter membership may be obtained by joining the United States Lavender Growers Association within the first six months of open enrollment. This title is only for grower or associate members and would entitle them to use this terminology in their advertising materials, as well as their websites. It would remain in effect as long as the member remains in good standing with paid-in-full dues. Members are eligible for being noted as a charter member until October 27, 2012.

Member in Good Standing

As a non-profit, voluntary membership organization, USLGA relies on its members to work in fairness and harmony with other members and with loyalty toward the organization. As such it expects that each member practice good business ethics, to fairly represent themselves and their product and to be an example of lavender growers to the larger community. USLGA relies on each member to take an active role in the organization. To be a member in good standing a member must be current in all required fees and practice good business ethics.

6. OPERATING STRUCTURE

Board of Directors

The Board of Directors will be responsible for managing all affairs of USLGA. They shall share the mission and goals of USLGA and be elected by the voting membership (Grower and Associate Members) at the annual meeting in January. Terms of office are three years with a staggering arrangement so that an attempt will be made to have only ⅓ of the board new at any one time. Terms will run from March to February. Membership of the Board of Directors is specified in Article III of USLGA Bylaws.

The Board of Directors will have at least one annual meeting in March of each year. This meeting may be attended in person, by phone or by webinar or by any other means deemed appropriate by the board. Additional meetings may occur throughout the year as needed.

Initial board members will have memberships of 1, 2, or 3 years with the current temporary board members choosing to run for 1 or two year terms if they wish to remain on the board. New board members will have a 3 year term. This will allow an initial staggering of terms to start. If this does not allow enough staggering or if at anytime more staggering is needed a board member may choose a 2 year term. The number of members on the board of directors may vary from 3 to 23 according to the bylaws with a majority of the board members as grower members and the remainder either grower or associate. Affiliate and Reciprocal Affiliate members are not eligible for board positions.

Each Board of Director member will participate in at least one standing committee (further information under Committees).

Executive Committee

The officers of the board will consist of the Executive Committee: President, Vice President, Secretary, and Treasurer. These officers will be elected by the board from the board at the annual meeting in March. The executive terms are for two years, with the exception that if a current officer would like to run for an alternate office that has become open they can shorten their current term to one year in order to do so. Candidates for the office of President shall have held an executive office for one full year before being eligible for the position. Descriptions of offices, in addition to Bylaw definition, follows:

President

The President shall:

- preside at all meetings of the members and of the Board of Directors
- have and exercise general charge and supervision of the affairs of the Corporation
- manage and complete high-level activities and operations of organization
- lead decision-making
- ensure communication and consistency within organization
- maintain forward movement of organization
- identify and implement strategies.

Secretary

The Secretary shall:

- have charge of such books, documents, and papers as the Board of Directors may determine
- attend and keep minutes of all meeting of the Board of Directors
- may sign with the President or Treasurer in the name and on behalf of the Corporation any documents authorized by the Board of Directors.
- in general, perform all duties incident to the office of Secretary, subject to the control of the Board of Directors; and shall do and perform such other duties as may be assigned by the Board of Directors.
- keep minutes of general membership meetings.
- be responsible for storage and access to the important papers of the organization.
- be listed on bank accounts, PO Boxes, and similar functional areas and accounts.
- know in detail our bylaws and PnP to direct the Board
- maintain bylaws and PnP (make all needed changes and updates)
- be familiar with Robert's Rules to help when needed
- manage correspondence in info@uslavender.org

Treasurer

The Treasurer shall:

- have custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors.
- may be required to give bond for the faithful performance of the Treasurer's duties, in such sum and with such sureties as the Board of Directors may require.
- When necessary or proper, may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate.
- enter regularly on the books of the Corporation to be kept for that purpose full and accurate account of all monies and obligations received and paid or incurred by the Treasurer for or on account of the Corporation.

- in general perform all the duties incident to the office of Treasurer, subject to control of the Board of Directors.
- lead the Finance committee
- oversee the fiscal administration of the organization.
- manage the budget, procurement, and insurance; and records retention
- oversight with fund-raising activities
- keep apprised of tax implications for the organization, as well as for any projects.
- submit tax return (annual requirement) and documents to the IRS and to the State of Nebraska (biennial requirement).

Vice President

The Vice President shall:

- preside at all meetings in the absence of the President and perform duties as assigned by the President.
- direct, supervise, support and maintain committees:
 - keep up to date with committee work
 - ensure committees are cross-communicating
 - get monthly reports
 - lead quarterly chair meeting
 - ensure committees have monthly meeting
 - keep updated list of committee chairs (update list in yammer, put in request to website committee to update list on website)
 - support identification of new chairs (when needed), support transition to new chair
- encourage participation, and drive recognition of our members and accomplishments (via appropriate avenue)
- be deeply in touch with the "temperature" and expectations of our members (good or bad)
- be intimately familiar with the people, resources, and systems of the org
- be an information conduit to the President
- coach/take corrective action to align members with our mission/goals
- be a part of events (working with/trading off with President)
- fill in for President when necessary

Committees

The Membership Committee is responsible for membership development; recruiting new members; working with the PR Committee on member campaigns; member relations including processing members in conjunction with Treasurer, answering membership questions, and member retention; and developing new membership benefit offerings.

The Public Relations and Communications Committee promotes USLGA's interests and events through public outreach, social media, mailings, the public (non-member) newsletter (email campaigns), and other traditional media formats. The committee writes and coordinates all official press releases, news announcements, responses and interactions with the public and promotes membership in USLGA, attendance at USLGA events, and the USLGA website.

The Internet Committee administrates the USLGA website, website access, updates, enhancements, and maintenance, as well as additional Internet services. The Internet Committee obtains and disperses content from other Committees on the website and maintains consistency of content across website

and online documents.

The Newsletter Committee produces the Member newsletters and acts as historian for the USLGA. The Newsletter Committee recruits, writes, and edits materials for the newsletters.

The Finance Committee provides an oversight function for the Treasurer and any financial dealings the United States Lavender Growers Association has with outside businesses and organizations. They are to assist (in concert with the Treasurer on any purchases exceeding \$300) in making recommendations to the Board of Directors on any major financial undertakings. Additionally, the Finance Committee would provide guidance and support for any fund-raising activities the organization may undertake.

The Education & Research Committee gathers and maintains statistics and data on domestic and foreign lavender production, researches domestic and foreign demand for lavender, and develops and collates surveys/questionnaires/studies to help focus United States lavender industry on the most valuable cultivars and products for market. The Committee is also involved in leading the development of a USLGA certification program for lavender and lavender products, searching/creating educational materials on general, business and marketing (i.e., studies and reports) topics to members, conducting farm studies and gathering data beyond cultivars and products, and developing Lavender 101 topics for the website.

The Advocacy Committee will support the members and mission of the U.S. Lavender Growers Association through monitoring national issues, advising the board on how to strategically approach issues, and facilitating board approved public policy issues.

The Event Committee will manage and produce events for the U.S. Lavender Growers Association.

Nominating Committee

The nominating committee is an ad hoc committee consisting of at least 3 members from the current or past Board (at least one current or past officer). Their role will include seeking out appropriate members to run for board, answering questions regarding board activities, approving member names to be on the ballot, and managing the voting process. The nominating committee will be chaired by a member of the Board of Directors (not an officer), who will be identified during the annual Board meeting in March.

The Board can also appoint Ad Hoc Committees when deemed advisable to affect the work of the Association and when the assignment falls outside the normal activities handled by the Standing Committees.

Board Liaison

Each committee will be led by a Committee Chair (can be a Board member or non-board member) and will have a Board Liaison. The Board Liaison will support the Committee Chair by presenting reports to the Board when the Chair is not available and provides Chair updates from the Board when necessary. The Board Liaison cannot be the chair and can be any member of the Board of Directors. If a Board Liaison cannot be identified, the Vice President can temporarily (up to 6 months) serve as the Liaison. If there is a lapse of committee chairs, the Board Liaison can temporarily (up to 6 months) serve as committee chair.

Committee Chair Participation

Committee Chairs will, with the input of the Board, identify and implement yearly goals for their committee. Chairs are responsible for keeping the committee active, on schedule, and true to the vision, mission, and goals of the organization. Chairs support the passion for each area and drive committees that are the heartbeat of the organization.

Along with duties that are unique to each committee, Chairs shall:

- conduct a meeting once a month via phone or person
- provide monthly reports to the board
- provide quarterly updates for the Newsletter
- create and execute yearly budget requests
- drive projects, work, and assignments of committee members
- attend Committee Chair meetings held by the VP

Committee Chairs are supported by the VP and are to regularly contact other committees to work together.

Committee Member Participation

Committee members are expected to attend the monthly meeting and to participate and contribute to conversations held between meetings via Yammer, email or telephone. Excused absences are permitted at the discretion of each committee's chair. If a committee member is unresponsive, the Chair will attempt to contact the committee member via Yammer, email, or phone for a maximum number of 4 times. If no response is given, the committee member will be considered inactive. Once a member is considered as no longer being 'active' on a committee they will be notified via email and will be politely removed from the committee and it's corresponding Yammer group. Committee members who have remained active for ninety or more days will be recognized at the annual member meeting and bi-annual national conference, as well as being thanked in the quarterly member newsletter.

Required Board Vote

Certain committee work needs Board approval or a vote. Any changes that affect an official document require a vote. Special or controversial topics and projects may need additional Board attention or approval and these will be identified via the Committee Chair, Board Liaison, or monthly reports. Regular projects and work being done by the committee do not require a vote, but will be reported to the Board in monthly reports and meetings. The Board should be consulted for input when needed and be informed of completed projects and work and their results.

Quorum

A majority (51%) of the board members of USLGA shall constitute a quorum.

Election of Board Members

USLGA Board of Directors shall be determined by membership majority vote, and elected by the members before the annual meeting in January via mail in ballot, online voting, or any other means determined by the Board. If paper ballots are used, they will be mailed out 30 days before the annual meeting and can either be mailed back to the Secretary 7 days prior to the annual meeting or brought to the annual meeting. If electronic ballots are used, they will be emailed out 16 days prior to the annual meeting and will be due 2 days before the annual meeting. Ballots will be tallied at the annual meeting by the secretary and two other member volunteers. Newly elected board members will be announced at the annual meeting. Board members can be re-elected to two consecutive terms and any number on non consecutive terms.

The qualifications for seeking elected membership on the board are:

- a) Confirmation by the Nominating Committee that a candidate is a member in good standing.
- b) Willingness to serve on one or more standing committees of the board. Responsibility and initiative shall be exercised by each committee member in effecting the desired results of the committee's charge.
- c) Be a grower or associate member.
- d) Notify the Nominating Committee of their intent at least 40 days before the annual meeting.

Guidelines for use of various media

Yammer

Yammer is an intra-organization communication tool that allows for collaboration and communication among members of the organization and subgroups of the organization. Sub-groups can be created that are limited to specific users. Users can create posts, like them, and comment on them. They can also upload documents, some of which can be commented upon such as the PDF commenting tool. Users can create and edit notes that pass on information. All this creates a powerful and useful tool that greatly augments the efficacy of the organization. Please check the how to use Yammer document for how to use it (<https://www.yammer.com/uslga/notes/534026>)

Because it is such a powerful and effective tool and it requires the involvement of the whole board, it is required of board members:

- to set up their accounts such that they will receive email notifications of posts that are germane to their position (from groups they are members of, from posts that name them, from people they are following);
- to indicate via a comment or a like that they have seen a particular post that requires action or discussion. To be sure that the democratic process is maintained USLGA has the following guidelines for the use of Yammer:
- Respectfulness for all is required. The Yammer manager has the right and responsibility to delete posts of any kind that show disrespect
- Votes taken in Yammer are binding. Because of that, an adequate amount of time is needed for the consideration and discussion of motions that have been proposed and seconded.
- Normal Time Frame 6 days: Motions that are being considered that don't need to be rushed should allow all members of the board to indicate they have seen the motion (as noted above);
- Rush Time Frame of 24 hours: Motions that need to be completed before the normal time frame will need to be brought to the attention of any board member who has not indicated they have seen it. The call to attention can be a tag, an email and/or a phone call. If the board member cannot be reached by any of these methods a note must be posted in that motions thread to so indicate.
- Votes are taken the same way as in a meeting: eg: a motion is proposed, if seconded there is a period of discussion (Chair/President/VP*, can say the discussion is not needed at this point if the discussion has already taken place). The vote is called, it has to be specified that the vote is starting before votes are taken so everyone understands they are voting. The Chair/President/VP monitors and calls out members who have not yet voted. The vote is completed by reporting the results.

* Votes can be taken within committees as well as the whole board, so all positions of leadership are mentioned.

7. BUDGET AND MANAGEMENT

Budget

The Board of Directors will review and adopt an annual budget at its April meeting each year. This duly enacted budget authorizes and provides the basis for the control of financial operations during the year. The governing board may amend the budget during the year due to changes in budget estimates. However, each and every change or amendment to the budget must be approved by the board of directors and recorded in the official minutes.

Allowance for Committees

Each committee will submit budget requests, however in an effort to support emergency expenses, each committee is allotted up to \$300 dollars for non-requested purchases. The Committee Chair is responsible for communicating the expense to the Treasurer and/or Finance Committee. Purchases above \$300 require Board approval.

Income

Income will be initially derived from membership fees, advertisers and donations. Additional income can be determined by the Board and may include investments, royalties, advertising, sale of USLGA related materials, publications, classes, seminars/meetings, grants and other fundraising activities deemed appropriate by the Board.

Insurance

The governing board should carry liability coverage for directors and officers to protect against personal liability in the event of a lawsuit against the organization. Board members involved in financial activities should be bonded when the time is appropriate.

Emblematic Materials

USLGA emblematic materials may be used by USLGA membership in order to display the character of the organization. The official name and emblem of USLGA may be used only by members in good standing with USLGA.

Change Record

06/30/12 update: changed Affiliate definition to include associations/organizations
10/02/12 update: changed ballot timeline to include electronic ballot delivery, added to member definition to include more detail about usage of benefits
06/12/13 update: updated committee descriptions
04/16/14 update: complete review and update of Policies and Procedures
11/10/2014 update: changed length of Officer terms