

**BYLAWS OF THE
PERUVIAN AVOCADO COMMISSION**

ARTICLE I

Name

Section 1. The organization governed by these Bylaws is the Peruvian Avocado Commission (the Commission) as established under Articles of Incorporation as a Non-Profit Corporation in the District of Columbia.

ARTICLE II

Purpose

Section 1. The Commission shall represent and conduct activities to promote the interests of entities involved in the production, packing, exportation, importation and commercialization of avocados from Peru to the United States and other international markets, and for such other purposes as deemed appropriate by the Members and the Commission. The Commission shall also be the association in the United States that shall carry out programs for promotion, research, consumer and industry information for Peruvian avocados imported into the United States under the provisions of the Hass Avocado Promotion, Research and Information Act of 2000 (the "Act") and the Hass Avocado Promotion, Research and Information Order of 2002 17 CFR part 1219 (the "Order"). In this regard the Commission shall establish an orderly procedure whereby adequate funds can be assembled to fulfill the provisions of both the Act and the Order.

ARTICLE III

Registered Office and Agent

Section 1. The registered address of the Commission shall be 717 D Street, NW, Suite 310, Washington, D.C. 20004 or such other addresses as designated by the Board from time to time, and the registered agent shall be a resident of the District of Columbia as designated by the Board of Directors.

ARTICLE IV

Members

Section 1. The Commission shall have three (3) classes of Members who shall be: (A) exporters of avocados from Peru who shall be members of the National Hass Avocado Association of Peru (ProHass), (B) importers of avocados from Peru; and (C) producers of avocados from Peru who shall be members of ProHass.

Section 2. Pursuant to Section 1205 (h) (9) (B) of the Act, and upon completion of all implementation procedures by USDA, all importers of Peruvian Hass avocados are members of the Commission, provided that such importers have the opportunity to opt-out of such membership by notifying the Commission and the Hass Avocado Board in writing. The term importer shall carry the same meaning as provided in § 1219.14 of the Order as it pertains to Hass avocados from Peru.

Section 3. On matters directly affecting the interests of the Members of the Commission, each Member shall be entitled to one vote. If any Member is an organization, it shall be entitled to one vote exercised through one of its representatives.

Section 4. The Commission shall establish and maintain a registry list of Members of each class as specified in Section 1 of this Article and make available such list to USDA upon request.

ARTICLE V

Meetings

Section 1. The Commission shall establish the time, place and manner for the Annual Meeting of the Members of the Commission, which Members shall elect Directors as required under Article VI, and conduct such other business as shall come before the Members. The date of the Annual Meeting shall be set each year by the Commission. The Chairperson shall chair the Annual Meeting until its conclusion, and the successor Chairperson elected at the Annual Meeting shall take office at the end of the meeting.

Section 2. The Commission shall provide no less than 30 days written notice to all Members and USDA of the time, place and manner of the Annual Meeting; and the Commission shall provide no less than seven (7) days written notice of a description of issues, in addition to the election of Directors, to be presented for a vote of the Members at such meeting.

Section 3. Special meetings of the Commission shall be held whenever called by the Chairperson or by a majority of the Directors at such time and place as may be specified in the respective notice or waiver of notice thereof.

Section 4. The Commission shall provide USDA prior notice of all Board meetings (including other committees that may be established) where issues concerning the Act and Order are to be or may be discussed.

ARTICLE VI

Board of Directors

Section 1. The Board shall have four (4) Exporter Directors who shall be either appointed or elected by the exporter class of Members, four (4) Importer Directors who shall be either appointed or elected by the importer class of Members, and one (1) Producer Director who shall be appointed or elected by ProHass. Directors shall be appointed and/or elected to serve a term of two (2) years, or until their successors are appointed and/or elected. All such Directors duly elected or appointed shall make up the Board of Directors, which shall exercise the executive and administrative functions of the Board as provided in the Articles of Incorporation and these Bylaws.

Section 2. In the event of the death, resignation or disqualification of a Director, a successor shall be elected by the Board to serve until the next Annual Meeting. In the event the departing Director is the Chairperson, the new Chairperson shall be elected by the Board from among the remaining Board members. At the next Annual Meeting, Members shall appoint and or elect a Director to serve the remainder of the term for that Director's seat, or for a full two (2) year term if that Director's term would have expired at the next Annual Meeting.

Section 3. To the extent permitted by law of the District of Columbia, members of the Board of Directors and any committee established by the Board may participate in a meeting by electronic means or similar means of communication, and such Directors shall be deemed to be in attendance for purposes of a quorum or voting.

Section 4. A simple majority of the Directors then holding office shall constitute a quorum of the Board of Directors at all meetings. All votes shall be decided by a majority of those Directors in attendance, provided that such majority shall consist of not less than 51% of the Directors from each of the three Member classes.

Section 5. The Board shall meet at the call of the Chairperson or by the call of a majority of the Board members, but in no event less than one (1) time per calendar year.

Section 6. Directors shall not be compensated for their services.

ARTICLE VII

Officers

Section 1. The Board's officers shall consist of a Chairperson, a Vice-Chairperson, and a Secretary/Treasurer which may be the same or separate persons. These officers shall be Directors, and the Board shall elect or appoint the Chairperson, Vice-Chairperson and Secretary/Treasurer, each of whom shall serve the same term as an officer as they serve as a Director, or until their successor is appointed or elected by the Board.

Section 2. The Board may also appoint and or elect a person for managing the affairs of the Board. That person may not be a Director or Member of the Commission. Such person would serve as the chief executive officer of the Commission and shall be responsible for the daily business under the direction and authority of the Board of Directors. The Board shall set the compensation for such position. The Board may also designate a person to act as an interim chief executive officer while the Commission is in its establishment process. The Board may also select additional advisors, contractors and employees, in consultation with the chief executive officer, who shall assist the Board in managing the affairs of the Commission.

Section 3. The Chairperson's duties shall be to preside at the Annual Meeting and all meetings of the Board; call special Board meetings when deemed necessary; have general oversight of the Board's affairs; and to perform all acts and duties usually incident to and required of a presiding officer.

Section 4. The duties of the Vice-Chairperson shall be to act in the place of the Chairperson in the Chairperson's absence, disqualification, disability, or at the Chairperson's direction.

Section 5. The Secretary's duties shall be to keep a complete record of the proceedings at all meetings of the Commission; the Board and committees and attest to all papers, documents and other instruments on behalf of the Commission, the Board and the officers as required. The Secretary may delegate such duties with the approval of the Board. Copies of the minutes from all meetings related to activities funded by the Order shall be provided to USDA.

Section 6. The Treasurer shall be responsible for the safekeeping of all funds and property belonging to or under control of the Board; cause to be kept regular books of account under the direction of the Board; cause to be deposited all funds of the Board, or under the control of the Board, in a bank or banks designated by the Board that are required under the Order and USDA; cause to be submitted to the Board and USDA a financial report or reports as required under the Act and Order or by USDA; and be responsible for all insurance policies, including any fidelity bonds covering Officers, employees or agents of the Board; and such other duties as assigned by the Board. The Treasurer may delegate such duties with the approval of the Board.

Section 7. Contracts shall be signed on behalf of the Commission by the Chairperson, or the chief executive officer, or such other person specifically authorized by the Board. Payments such as checks, and electronic transfers and payments shall be paid on behalf of the Board by the Treasurer, Chairperson, or other person specifically authorized by

the Board. The Board shall develop appropriate procedures and controls for handling assessment funds received under the Order within 12 months after its initial meeting. Such procedures shall be reviewed and approved by USDA.

Section 8. The Commission, and the Directors, officers and employees shall not discriminate against any contractor or applicant for employment because of race, color, national origin, sex, religion, age, disability, political beliefs, sexual orientation, genetic information, parental status, and marital or family status. The Board and its officers and employees will fully comply with any and all applicable Federal, State and local equal employment opportunity statutes, ordinances, and regulations, including, but not limited to, Title VII of the Civil Rights Act of 1964; the American with Disabilities Act of 1990; the Age Discrimination in Employment Act of 1967; and the Equal Pay Act of 1963.

ARTICLE VIII

Transfer of Assessments

Section 1. The Commission shall receive monthly from the Hass Avocado Board 85% of the total amount of assessments authorized under the Act and the Order paid on Peruvian Hass avocado imported by importers as defined in Article IV Section 2. The Commission shall use such funds and earnings from such funds to finance activities authorized by the Act and the Order for Peruvian Hass avocados in the United States. Such assessments shall be placed in an account designated for that purpose by the Commission and such moneys shall be used as defined by the Act and Order.

Section 2. The Commission shall establish separate budgets and accounts for different activities, including those that will be funded by assessments generated by imports of Peruvian Hass avocados into the U.S. under the Order. Budgets funded by assessment funds shall be submitted to USDA at least 60 days prior to the start of each fiscal year. The Commission may establish such fees or dues to be paid by Members sufficient to conduct other activities.

Section 3. No funds collected from assessments made by Members under the Act or Order shall be used for activities prohibited by such Act or Order.

ARTICLE IX

Expenses

Section 1. Directors and contractors, employees or other individuals shall be reimbursed for expenses incurred by them in the performance of their duties on behalf of the Board. The Board may designate officers to approve specific expenses subject to review by the Board. Any reimbursement of out-of-pocket expenses for travel and

meetings shall conform to controls provided by § 1219.41 of the Order. The Board shall develop a policy for reimbursement of expenses within 12 months after its initial meeting. Such procedures shall be reviewed and approved by USDA.

ARTICLE X

Bonds

Section 1. Directors, officers, employees and agents of the Commission who handle funds shall be placed under fidelity bonds issued by a reputable bonding company in an amount to be fixed by the Commission. The premiums on such bonds shall be paid by the Commission.

Section 2. The Commission shall have the power to indemnify any present and past Director, officer, employee or agent of the Commission who is a party to any threatened, pending or completed lawsuit and other legal action or investigation by reason of the fact that he or she is or was a Director, officer, employee or agent of the Commission, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement that are reasonably incurred in connection with such action; provided, that such person acted in good faith within their authority and not in dishonesty or negligence or misconduct, and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Commission. If such action is a criminal proceeding, he or she must have had no reason to believe his or her conduct was unlawful. The foregoing shall not apply to matters as to which any such person shall be adjudged in such proceeding to be liable for negligence or misconduct in the performance of their duty.

Section 3. To the extent any such person specified in Section 2 of the Article has been successful on the merits or otherwise in the defense of such proceeding or claim, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Any indemnification under this Article shall be made only as authorized in the specific proceeding upon determination that indemnification is proper in the circumstances and the person has met the standard of conduct set out in this Article. Such determination shall be made by a majority of the Board who were not parties to the proceeding, or absent a majority, by a written opinion by independent legal counsel.

Section 5. The Commission may obtain insurance for such indemnification but shall not be required to do so.

ARTICLE XI

Amendments

Section 1. These Bylaws shall be amended by a simple majority of each class of members with notice at the Annual Meeting or a special meeting of the Members called for that purpose, provided, that the Board may adopt an interim change in these Bylaws under the provisions for a majority vote in Article VI, Section 4 of the Board of Directors, and it shall be effective from the date of that Board of Directors vote so long as it is approved by a majority of each class of Members attending the next Annual Meeting.

ARTICLE XII

Effective Date

Section 1. These Bylaws and any amendments thereto shall become effective immediately upon the initial organizational meeting; and thereafter any amendments to these Bylaws shall become effective immediately upon approval as provided in Article XI and subsequent review and approval by USDA.

Approved: September 13th, 2010 and amended during the 2013 annual meeting to increase from three to four the number of importer and exporter directors.