

## CONSTITUTION AND BY-LAWS

### CONSTITUTION

#### Article 1

This organization shall be known as the "Idaho Milk Processors Association," a 501(c)6 non-profit organization.

#### Article 2

The object of this Association shall be:

To advance the dairy industry of Idaho and Utah and to cooperate with all organizations that work for the advancement and development of the dairy industry;

To hold conventions for the discussion of subjects relative to the processing of milk and milk products and to act in unison in matters affecting the welfare of all dairy interests.

#### Article 3

##### **Section 1:**

Members shall be composed of such persons, firms and corporations, each in the business of processing, distributing, buying, selling or otherwise dealing with milk, cream, ice cream or any other dairy product.

##### **Section 2:**

Applicants for membership will require for election the affirmative vote of a majority of the Board of Directors.

##### **Section 3:**

All members are for full periods of a calendar year and are automatically renewed from year to year upon payment of the annual dues. The resignation of any members from this Association shall become effective at the end of the calendar year.

#### Article 4

##### **Section 1:**

The officers of the Association shall be a President, Vice President and Treasurer.

**Section 2:**

All officers shall be elected at the annual meeting and shall hold office for two years or until their successors have been duly elected and qualified. All officers must be members in good standing in order to hold office.

**Section 3:**

The Board of Directors shall consist of the President, Vice President, Treasurer, Past President and five (5) members elected at the annual meeting. Four shall be members as described in Article 2 Section 1 and one shall be an associate member as described in Article 2, Section 2 of the By Laws.

**Section 4:**

Two (2) Board of Directors' members, other than the officers, shall be elected each year at the annual meeting and shall serve a term of two (2) years. The associate member Director shall serve a two (2) year term. The four (4) member Directors shall be noted as Director 1, 2, 3 or 4. Director 1 and 2 will be elected one year and Director 3 and 4 will be elected the following year.

**Section 5:**

A quorum of the Board of Directors shall be five (5) members, one of which shall be either the President or Vice President.

**Article 5**

The association's fiscal year shall be on the calendar year.

**Article 6**

Upon dissolution of the Association, the assets of the Association will be disbursed to current members and associate members based on current yearly dues paid.

**Article 7**

This Constitution may be amended by a two-thirds vote of the members present at any regular or special meeting provided notice of such amendment shall be forwarded to each members 10 days in advance of the meeting, or by a 2/3 majority of responses to a mail ballot.

## **BY-LAWS**

### **Article 1**

#### **Section 1:**

The duties of the President shall be to preside at all meetings during the President's term of office. The President shall appoint all committees and approve all payments out of the treasury. The President shall appoint an auditing committee, who shall audit the report of the Treasurer and shall report to the annual meeting.

#### **Section 2:**

The duties of the Vice President shall be to act on all occasions in the absence of the President.

#### **Section 3:**

The Secretary of the Association shall keep a complete and accurate record of the proceedings of this Association and of the Board of Directors. The Secretary will serve at the appointment of the President.

#### **Section 4:**

The duties of the Treasurer shall be to faithfully care for all funds of the Association, to collect all money due the Association and to pay the expenses when approved by the President. The Treasurer shall ensure the President, Vice President and Treasurer's names and signatures are on all bank accounts, savings accounts, certificates of deposit, etc.

#### **Section 5:**

The duties of the Board of Directors shall be to carry out the provisions of the Constitution and By-Laws, to arrange for annual meeting, or special meetings, to confirm applicants for membership, to approve and direct the work of the officers of this Association, and in case of a vacancy in any office of Board Position to appoint a member to serve until the End of that positions term. A Board Member is required to attend at least fifty percent of regular scheduled Board Meetings or they may be removed from their position as a Board Member by a vote of the Board.

### **Article 2**

#### **Section 1: Members and Membership**

All reputable firms, persons or corporations engaged in the processing, distribution or inspection of Bovine milk, milk products, ice cream, frozen dessert products and other foods with a dairy product base in Idaho and Utah, shall be eligible for membership in this Association.

## **Section 2:**

In addition to regular membership, the Board of Directors may, at its discretion, provide for associate membership. Associate memberships shall be granted primarily to persons, firms, and corporations engaged in the sale and distribution to members of the industry, supplies, equipment and other related materials.

## **Section 3:**

Special assessments for stated purposes may be voted on by the members at any regular meeting, or full member canvass by mail. Their assessments shall be collected by the Treasurer in the same manner as membership dues are collected. These assessments shall be used for the purpose for which they are collected. Any remaining balance from these assessments shall be reverted to the general fund.

## **Article 3**

### **Section 1: Dues and Assessments**

The dues of the Association shall be in amounts to be specified by the Board of Directors. Dues may be levied by the Board of Directors by a majority vote of all the members of the Board in any amounts determined by the Board as necessary to meet expenses and obligations of the Association.

### **Section 2:**

All dues shall be established and levied by the Board of Directors.

## **Article 4**

These By-Laws may be amended by a two-thirds vote of the members present at any regular or special meeting provided notice of such amendment shall be forwarded to each member ten days in advance of the meeting, or by a 2/3 majority of responses to a mail ballot.