



Constitution and By-Laws Missouri Dairy Products Association

Article I NAME

Section 1. The name of this organization shall be the Missouri Dairy Products Association.

Article II OBJECT

Section 1. The object and purpose of the Association shall be to protect, promote, foster and advance the interest of the Dairy Industry of Missouri; to increase the consumption of dairy products; to promote harmonious relations between the several branches of the dairy industry; to promote high ethical standards of business practices and relationships; to cooperate with public officials and others interested in the welfare of the general public and the industry in promoting beneficial laws and regulations for the dairy industry; and to carry on such activities as may promote the general welfare of the public and of the industry.

Section 2. The Association is not organized for pecuniary profit and shall not declare dividends or other financial distributions to members.

Article III MEMBERSHIP

Section 1. Any individual or partner or authorized agent of a firm or corporation, engaged in the manufacture of dairy products may become a member of the Association. Subject to the approval of two-thirds of the Board of Directors thereof, by making written application therefor and agreeing to abide by the Constitution and By-Laws of said Association.

Article IV GOVERNMENT

Section 1. The governing body of this Association shall consist of a Board of Directors elected as provided for in the By-Laws thereof.

Section 2. The affairs of the Association shall be conducted in accordance with the By-Laws adopted by the Association.

Article V AMENDMENTS

Section 1. This Constitution may be amended by a two-thirds vote of the members in good standing at any regular meeting of the Association, or at any special meeting called for that purpose, upon ten days written notice to the members. Said notice shall state the purpose of the meeting and give the date, place, and hour thereof.

BY-LAWS

Article I BOARD OF DIRECTORS AND THEIR POWERS AND DUTIES

Section 1. The Board of Directors shall consist of seven members, to be elected at each annual meeting for a term of one year, or until their successors have been elected and qualified.

Section 2. No person shall be eligible as a Director who is not an active or Associate Member in good standing of the Associations and when any Director ceases to be a member in good standing, his/her office shall become vacant and his/her successor shall be chosen at once. Associate Members on the Board shall be limited to a maximum of two.

Section 3. In case of a vacancy in the Board of Directors by death, resignation, disqualification, removal or otherwise, the remaining members of the Board shall elect a successor to fill such vacancies and said electee shall sit until the next annual meeting. If the remaining members of the Board shall be unable to agree as to the successor Director, a special meeting of the members may be called for the purpose of electing a successor Director for the unexpired term.

Section 4. Any officer or Director may be removed at any time on the affirmative vote of a majority of the members of the Association entitled to vote, at a special meeting of the Association called for that purpose.

Section 5. Regular meetings of the Board of Directors shall be held at such intervals as may from time to time be determined by resolution of the Board of Directors at the general office of the Association or at such other place in the State of Missouri as the Board of Directors may from time to time determine.

Section 6. Special meetings of the Board of Directors shall be held whenever called by the President or in his/her absence, by the Vice President or by two of the Directors. The Secretary/Treasurer or if he/she refuses to act, two of the Directors shall give written notice of each special meeting by mail or electronic communication, at least two (2) days before the day of said meeting, to each Director at his/her last known post office address, but such notice may be waived by any Directors. When all Directors shall be present at such meeting, however called or notified, or shall sign a written consent thereto on the record of such meeting, the action at such meeting shall be valid as if it had been legally called pursuant to proper notice.

Section 7. Four members of the Board shall constitute a quorum.

Section 8. The Board of Directors shall cause the Association's books of account to be audited at least annually and shall cause to be prepared annually a detailed statement of the financial condition of the Association showing its receipts and disbursements for the current year, the number of its members and other matters of general interest to the Association, all of which must be submitted to the members of the annual meeting.

Section 9. The Board of Directors shall constitute the governing body of the Association. It shall be vested with full power and authority to put into effect the laws, regulations and decisions of the Association and by two-thirds vote of the Directors present at any meeting to make, alter or amend By-Laws not in conflict with Law or the Articles of Agreement of the Association; to fill all offices for the unexpired terms thereof; to exercise general supervision over the receipts and expenditures of the Association; to appoint employees and other agents of the Association and to define their duties and to define the duties of its officers other than as defined herein; to fix the compensation of the employees and agents of the Association and to do all acts and things which it may deem to be in the best interest of the Association.

Section 10. The Board of Directors may appoint such standing or special committees as may be deemed advisable for the welfare of the Association and delegate to such committees any powers and authority deemed necessary to the accomplishment of the work for which said committees are appointed.

Section 11. The Board of Directors shall be authorized to employ an Executive Secretary/Treasurer who shall be charged with the duty of carrying out the purposes for which this Association is formed.

Article II OFFICERS AND THEIR POWERS AND DUTIES

Section 1. The Board of Directors shall elect from among their own members a President and a Vice-President. They are also authorized in accordance with Article I, Section 11, of these By-Laws to employ an Executive Secretary who shall also act as Treasurer. All officers shall serve for a period of one year or until their successors shall have been elected and qualified.

Section 2. The President shall be the chief executive of the Association. He/She shall preside at all the meetings of the Board of Directors and of the members. He/She shall have general supervision over the entire business of the Association and over its several officers and agents, subject, however, to the control of the Board. He/She shall see that all orders and resolutions of the Board are carried into effect. He/She shall appoint members of Committees subject to the approval of the Board of Directors. He/She shall submit to the members at each annual meeting thereof a complete report of the operations and the affairs of the Association for the preceding fiscal year. From time to time he/she shall report to the Board all matters within his/her knowledge which the interests of the Association may require.

Section 3. The Vice-President in the absence of, or in the case of inability of the President to act, shall perform all of the duties and have all the power of the President. The Vice-President shall, in addition, perform such other duties and have such other powers as the Board of Directors may from time to time, by resolution, determine.

Section 4. The Secretary/Treasurer shall be the custodian of all the books, records and seal of the Association. He/She shall keep a record of the proceedings of the members and of the Board of Directors, in a book provided for that purpose. The Secretary/Treasurer shall also perform such other duties as may pertain to his/her office, or as the President or the Board may require. In the absence of the Secretary/Treasurer from any meeting of the members, or of the Board, the record of the proceedings shall be kept and authenticated by such other person as may be appointed for that purpose at the meeting. The Secretary/Treasurer shall have charge of all monies and disbursements of the Association. He/She shall deposit all monies, funds, and other valuables, in the name of the Association in such bank and other depositories as may be ordered by the Board, taking proper vouchers thereof. He/She shall render to the President and to the Board whenever he/she or it shall require, an account of all his/her transactions as Secretary/Treasurer and shall prepare for consideration at each regular meeting of Directors, a report of such financial matters as the Board may require. At each annual meeting of the members he/she shall make a report containing an account of all his/her transactions as Secretary/Treasurer and full statement of the financial condition of the Association for the preceding fiscal year. He/She shall keep full and accurate books of account to be provided for that purpose, which books and vouchers for expenditures at all reasonable times shall be open for inspection by any member of the Association. The Secretary/Treasurer shall give such satisfactory surety bond for the faithful performance of his/her duties as the Board of Directors may require, the expense of the bond to be borne by the Association.

Article III MEMBERSHIP

Section 1. Every eligible individual or authorized agent of an eligible firm or corporation shall be entitled to a membership in the Association. A partner's or agent's authority to represent a firm or corporation must be certified to the Secretary of the Association.

Section 2. Any member may be represented and vote at any meeting by properly authorized written proxy. The proxy holder shall be a member of the Association or directly associated with the person giving the proxy. Proxies to be recognized must be delivered to the Secretary at least one-half hour prior to the opening hour of the meeting at which they are to be voted.

Section 3. Members, who fail to pay the dues and assessments prescribed in the By-Laws and assessed by the Board of Directors, may, at the discretion of the Board of Directors, be suspended by a majority vote of the Board of Directors and shall, for the period of suspension, forfeit all the rights and privileges of membership in the Association.

(a) In addition to suspension from membership for failure to pay the dues and assessments prescribed and assessed by the Board, any member may, for cause, be suspended or expelled. Such expulsion shall not be voted upon except by a two-thirds vote of the Board of Directors and after the member shall have been furnished a full statement in writing of the charges against him and been provided adequate opportunity for a hearing thereon. The grounds for suspension and expulsion shall be the following: Violation of any By-Law of the Association or of any rules and regulations lawfully made by and under the authority of the Board of Directors; violation of a Market Agreement or Code of fair competition adopted by the Industry and approved by any duly authorized governmental agency; any offense which affects the interest or good government of the Association.

(b) By application for or acceptance of membership in the Association each and every individual firm or corporation who, or whose representative make such application or accepts such membership shall be deemed to have waived and does thereby waive for himself and for the firm or cooperation whom he/she represents, as the case may be, in case of his/her expulsion from the Association as herein provided, all further rights and privileges of membership and all other claims of every nature and description to any dues, assessments or charges paid to the Association and to any participation in its assets or benefits and to any and all claims for damages for or because of such expulsion.

Section 4. There shall be three classes of member in the Association, to-wit: Active Members, Honorary Members and Associate Members. Active members shall be any individual or partner or authorized agent of a firm or corporation engaged in the manufacture of dairy products or in pasteurization and distribution of dairy products. Honorary members shall be dairy officials, instructors in dairying and individuals performing services of special merit to the Dairy Industry. Associate members shall be individuals engaged in the dairy supply business.

Article IV FISCAL YEAR

Section 1. The fiscal year of the Association shall be from September first to August thirty-first, inclusive.

Article V DUES

Section 1. Dues shall be due and payable in advance on September first of each year. The Treasurer shall notify all members by United States mail or electronic communication, postage prepaid, of the amount of dues due and payable and the members of the Association shall pay to the order of the Treasurer of the Association said amount of dues within ten days after notice thereof from the Treasurer. Any member who fails to pay his/her dues as herein provided and who shall remain in default for fifteen days after due notice that his/her dues remain unpaid and that he/she stands in danger of the forfeiture provided for nonpayment of dues, shall be deemed to have forfeited his/her membership and such membership can only be reinstated by the affirmative vote of a majority of the Directors and after full settlement of delinquent dues and assessments.

Section 2. The dues of the active members of the Association; initially, shall be TBD, paid annually.

Section 3. The dues of the associate members of the Association shall be TBD, paid annually.

Section 4. The dues may be increased or decreased as required by a two-thirds vote of the Board of Directors.

Section 5. There will be an annual assessment of all active members for legislative services.

Section 6. There shall be no dues for the Honorary members of the Association.

Article VI MEETING OF MEMBERS

Section 1. The annual meeting of the members of the Association shall be held at the principal office of the Association or at such place in the State of Missouri as the Board of Directors may determine, at such time as the Board of Directors may determine, for the election of directors and the transaction of such other business as may lawfully come before the members for the action. At least two weeks' notice of the time and place of the annual meeting shall be mailed to each member at his/her address as it appears on the books of the Association.

Section 2. Special meetings of the Association may be called by the President and Secretary/Treasurer whenever they deem necessary or if they fail to call any meeting of the members of the Association required by law or by the By-Laws of the Association to be held, any two members may call such a meeting. Notice of the time, place and

object of such special meeting shall be by written notice mailed personally to each member of the Association setting forth the place and hour and object of such meeting.

Section 3. A quorum at all meetings shall be four active members who are present in person or by proxy after due notice as provided in Section 1 of this Article.

Section 4. At all meetings of this Association, each Active Member in good standing shall be entitled to one vote, provided that prior to the time of said meeting all dues and assessments levied by the Board of Directors shall have, by said members, been fully paid to the Association.

Section 5. Each Active and associate Member shall have and enjoy all the privileges and rights of membership, including that of voting for directors, but no member shall have the privilege of voting who has not been an Active or Associate Member of the Association for a period of at least ten days prior to the time when such vote is to be cast.

Article VII ELECTIONS

Section 1. Members of the Board of Directors shall be elected from those Active or Associate members as follows:

The President of the Association shall appoint a nominating committee consisting of three (3) members who, in his/her judgment, are representative of the membership, which Committee shall meet and report to the annual meeting the names of the Active and Associate Members whom they nominate for election as members of the Board of Directors. Any two members of the Association may, in writing, presented at the annual meeting, submit the name of an Active or Associate Member of the Association to be included on the ballot.

Article VIII NOTICES

Whenever, under the provisions of these By-Laws, notice is required to be given to any Director, officer or member it shall be construed to mean written notice (except in such instances as the statutes of Missouri require personal notice) but such notice may be given in writing by depositing the same in the Post Office or letter box, in a postpaid sealed wrapper, addressed to such member, officer or director, at such address as appears on the books of the Association. Any member, director or officer may waive any notice required to be given under these By-Laws.

Article IX AMENDMENTS

Section 1. “The By-Laws of the Association may be altered, amended or repealed by the affirmative vote of four of the members of the Board of Directors at a regular or special meeting”, provided that written notice of the proposed alteration, amendment or repeal shall have been sent to the members of the Board with the call for such meeting and provided further that the By-Laws of the Association may be altered, amended or repealed at any regular or special meeting of the members called for that purpose, by a majority vote of the Active and Associate Members of the Association present. Voting to be as provided in Article VI, Section 4.