

Indiana Beef Cattle Association 2017 By-Laws

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ARTICLE I – NAME

The name of the association shall be the Indiana Beef Cattle Association (IBCA).

ARTICLE II – VISION STATEMENT

The Indiana Beef Cattle Association—Building a Better Beef Industry and Stronger Communities.

ARTICLE III- MISSION STATEMENT AND OBJECTIVES

Section 1. *Mission Statement:* The Indiana Beef Cattle Association will build a better beef industry and stronger communities by forging partnerships to enhance profitability, protect the environment and increase consumer demand for a safe and healthy beef product.

Section 2. *Objectives:* The objectives of this Association shall be:

(1) *Public Policy:* Monitor, influence and take action through legislative, regulatory and judicial channels to improve the beef business climate.

(2) *Economic Development:* Grow economic development opportunities to improve profitability and expand markets for specialty products and services.

(3) *Land Use and Environmental Stewardship:* Pursue a balance between business development and environmental protection while maintaining a positive image of beef production.

(4) *Consumer Education and Marketing:* Initiate and implement consumer education and marketing efforts to increase beef demand and enhance the image of beef as a safe and nutritious product.

(5) *Membership:* Connect members through communication, education, and leadership to meet the needs of individuals and the emerging industry.

(6) *Affiliate Partners:* Empower local affiliates and breed associations to positively impact the beef business climate and support local, state and national initiatives.

(7) *Revenue and Resources (governance/administration/operations):* Increase revenue and resources to provide better services to members and checkoff investors.

Section 3. *Operating Principles:* Operating Principles provide a basic framework for programs and projects of the Association. These shall be considered and integrated into every IBCA activity:

(1) *Partnerships*

(2) *Communications*

(3) *Leadership Development*

ARTICLE IV- ORGANIZATIONAL STRUCTURE

Indiana Beef Cattle Association shall operate as a 501(c) 5 not-for-profit corporation chartered in the state of Indiana. IBCA shall handle all matters relating to membership and activities involving national beef related organizations. All official acts of the IBCA shall be reported to the membership and investors at the annual meeting.

ARTICLE V- MEMBERSHIP

Section 1. *Membership Classes.* There shall be three (3) classes of memberships in this association,

(A) IBCA Membership covers one producer household engaged in the cattle production industry. Producer household membership is defined as all people residing at a given physical address.

(B) Associate Membership shall be composed of companies and individuals interested in the beef industry, but not actively engaged in cattle production.

(C) Lifetime memberships prior to 2009 will be recognized by the association. No new lifetime memberships will be offered at this time.

Section 2. *Membership Status:* Membership shall be obtained by the payment of membership dues. The Beef Board of Directors (BBD) shall have the authority to determine the status and classification of an applicant for membership.

1 ARTICLE VI- DUES AND CHECKOFF

2 Section 1. *Establishment of Dues:* The annual dues for each voting member and associate member of the
3 association shall be determined by the Beef Board of Directors. The annual dues shall be reviewed at the
4 fall meeting of the Beef Board of Directors.

5
6 Section 2. *Delinquency and Cancellation:* Members who fail to pay their dues within thirty (30) days from
7 the time the same becomes due shall be notified by the Executive Vice President and, if payment is not
8 made within the next succeeding thirty (30) days shall, without further notice and without hearing, be
9 dropped from the rolls and thereupon forfeit all rights, and privileges of membership; provided that the
10 Beef Board of Directors may by rule prescribe procedures for extending the time for payment of dues and
11 continuation of membership privileges upon request of a member and for good cause shown.

12
13 Section 3. *Indiana Beef Council:* The IBCA, doing business under the name Indiana Beef Council (IBC), is
14 the Qualified State Beef Council and is certified to receive the funds from the national Beef Promotion and
15 Research Program. Allowable programs under the program include promotion, education, producer
16 communication, research and compliance. In accordance with certification, IBCA will maintain separate
17 accounts, separate budgets and records showing allocation for income and expenses for both checkoff and
18 non-checkoff programs. The Beef Board of Directors shall serve as the directors of the IBC.

19 ARTICLE VII— ANNUAL BUSINESS MEETING

20 Section 1. *Annual Business Meeting:* The association shall hold an annual business meeting at a time and
21 place to be determined by the Beef Board of Directors not to exceed two (2) years in advance.

22 Section 2. *Quorum of Members:* Members present shall constitute a quorum.

23 Section 3. *Voting Membership:* The voting members at the annual meeting shall have the responsibility to
24 elect officers. Each current voting member present shall be entitled to vote. An associate membership or
25 producer household membership must designate one (1) person as its voting representative. No proxies
26 shall be accepted.

27
28 Section 4. *Resolutions:* All policy resolutions whether originating from association working groups,
29 committees, the Beef Board of Directors or from individual members shall be addressed by members
30 attending the Policy Adoption Forum held prior to the annual meeting. If any resolution so introduced shall
31 fail to be reported at the Policy Adoption Forum, the membership at the annual business meeting may allow
32 by a majority vote, its re-introduction, and it may be adopted by a majority vote of the members present and
33 voting.

34
35 Section 5. *Parliamentary Procedure:* Robert's Rules of Order shall be used to govern the deliberations of
36 the association. An appointed parliamentarian may assist the president.

37 Section 6. *Debate Limitations:* In debate before the convention or in committee, no member shall be
38 allowed to occupy more that five (5) minutes upon one (1) subject. This time limit may be extended by
39 addressing the Chair for additional time.

40 Section 7. *Statements for Convention Assembly or Annual Business Meeting:* All papers to be read at the
41 convention or annual business meeting must be filed with the Executive Vice President seven days prior to
42 the event.

43 Section 8. *Meeting Agenda:* The agenda for the IBCA Annual Meeting shall include:

- 44 (1) Call to order
45 (2) Annual address of the President of the Indiana Beef Cattle Association

- 1 (3) Annual Report of the Treasurer
- 2 (4) Reports of Working Groups and Committees
- 3 (5) Report of Nominating Committee
- 4 (6) Election of officers and Executive Beef Board and business sector representatives.
- 5 (7) Annual Report of the Executive Vice President

6 ARTICLE VIII - AREAS AND AFFILIATE PARTNERS

7 Section 1. *Areas*: The state shall be divided into ten areas with the following alignment identical to the
8 Purdue University Extension Areas:

- 9
- 10 Area 1 – Bartholomew, Brown, Dearborn, Decatur, Jefferson, Jennings, Ohio, Ripley and Switzerland.
- 11 Area 2 – Clark, Crawford, Floyd, Harrison, Jackson, Lawrence, Orange, Scott and Washington.
- 12 Area 3 – Daviess, Dubois, Gibson, Knox, Martin, Perry, Pike, Posey, Spencer, Vanderburgh and Warrick
- 13 Area 5 – Clay, Greene, Monroe, Owen, Parke, Putnam, Sullivan, Vermillion and Vigo
- 14 Area 6 – Boone, Hamilton, Hancock, Hendricks, Johnson, Marion, Morgan and Shelby
- 15 Area 7 – Blackford, Delaware, Fayette, Franklin, Henry, Jay, Madison, Randolph, Rush, Union and Wayne
- 16 Area 8 – Carroll, Cass, Clinton, Fulton, Grant, Howard, Miami, Tipton and Wabash
- 17 Area 9 – Benton, Fountain, Jasper, Montgomery, Newton, Pulaski, Tippecanoe, Warren and White
- 18 Area 10 – Elkhart, Kosciusko, Lake, LaPorte, Marshall, Porter, St. Joseph and Starke
- 19 Area 11 – Adams, Allen, DeKalb, Huntington, LaGrange, Noble, Steuben, Wells and Whitley

20 Section 2. *Area Meetings*: There shall be area meetings held annually at a time and place to be set by the
21 Area Beef Board Director in cooperation with the local Purdue Cooperative Extension Office. Once every
22 three years, the area will conduct an election to determine its Area Director to the Beef Board of Directors.
23 They shall be nominated and elected by producers that reside in that respective area. A quorum shall
24 consist of eligible producers present at the meeting.

25 Section 3. *Affiliates*: Local/area affiliates and breed associations are encouraged to participate in all area
26 activities, state activities and to propose members to event committees and program working groups.
27 Affiliates should also participate in Cattlemen’s Club Ribeye Stand and submit names for IBCA’s annual
28 awards program. IBCA should assist affiliate partners in conducting local programs for members and
29 consumers. Affiliates are encouraged to submit local activities to the IBCA office.

30 ARTICLE IX — Beef Board of Directors

31 Section 1. *Composition*: The Beef Board of Directors (BBD) shall consist of no less than 25 and no more
32 than 32 directors. The elected directors shall include: five (5) officers of the association and ten (10) area
33 directors. Presidential appointment shall include; one (1) Membership Chair, one (1) Promotions
34 Committee Chair, one (1) Hoosier Beef Congress Committee Chair, one (1) Cattlemen’s Club Committee
35 Chair, one (1) Convention Committee Chair, one (1) representative of Purdue Extension, one (1)
36 representative from the Purdue University, College of Agriculture, Department of Animal Sciences, one (1)
37 representative of the dairy sector, one (1) representative of the Marketing Sector, one (1) representative of
38 the Processing/Distribution sector, one (1) representative of the state’s largest farm organization, one (1)
39 representative from the Veal sector, one (1) representative of the Service sector, one (1) IJBCA Advisor
40 and one (1) Indiana Young Cattlemen (IYC) representative. The President will appoint representatives to
41 fill these Director positions with the approval of the BBD. The BBD will approve directors to ensure that
42 all sectors of the industry are represented and shall include IBCA directors to national beef organizations.
43 Area Director positions left vacant by election to office shall be appointed by the Beef Board of Directors.

44 Section 2. *Authority and Responsibility*: The roles and responsibilities of the Beef Board of
45 Directors shall be to:

- 46 1) Manage the collection and allocation of checkoff, dues and non-dues revenues
- 47 2) Establish organizational goals and program priorities

- 1 3) Manage personnel policy
- 2 4) Supervise the Executive Vice President
- 3 5) Manage budget compliance and administration
- 4 6) Coordinate all Working Groups and Committees
- 5 7) Administer outside contractual services
- 6 8) Serve as voting member of at least one Working Group or Committee from the ten
- 7 elected area beef directors
- 8 9) Supervise the Budget/Finance and Audit Committees
- 9 10) Supervise the Nominating Committee
- 10 11) Provide Budget approval
- 11 12) Financial responsibility for checkoff, dues and non-dues revenue
- 12

13 Section 3. *Terms of Office:* The officers shall serve one-year terms as prescribed in Article X. The ten (10)

14 area directors shall serve staggered, three-year terms. They may serve no more than two consecutive,

15 complete terms. All appointed Directors shall serve two-year, staggered terms. In the event of any

16 vacancy on the Beef Board of Directors, the Beef Board of Directors shall select a replacement to complete

17 the remainder of the unexpired term.

18

19 Section 4. *Manner of Election:* The elected BBD members shall be the President-elect, Vice President, and

20 Treasurer. These positions shall be nominated by the Nominating Committee, or by members from the

21 floor at the annual meeting. A majority vote of those present and voting shall be necessary in order to elect

22 any person as a member of the Beef Board of Directors. In the case of area directors, they shall be

23 nominated and elected by producers from their respective areas at the annual area meeting.

24

25 Section 5. *National Directors:* The Beef Board of Directors shall appoint a director or directors to any

26 national organization to which the IBCA is entitled a directorship.

27 Section 6. *Beef Board of Directors Meetings:* The Beef Board of Directors shall be subject to meetings

28 called by the President at any time. The Board shall meet at least quarterly.

29

30 Section 7. *Quorum:* Majority of the members of the Beef Board of Directors shall constitute a quorum of

31 the Beef Board of Directors at any meeting, and the majority of those present shall determine the action of

32 the Beef Board of Directors.

33 Section 8. *Attendance Requirements:* Should any Beef Board of Directors member fail to attend one-half

34 of all regularly scheduled Beef Board of Directors meetings during any one (1) year of the term, the Beef

35 Board of Directors, at its discretion, may review and replace this Beef Board of Directors member

36 thereby superseding elected terms stated above.

37 Section 9. *Membership Requirements:* The Beef Board of Directors are required to be dues paying

38 members of the Indiana Beef Cattle Association.

39 ARTICLE X - OFFICERS AND EXECUTIVE MANAGEMENT COMMITTEE

40 Section 1. *Executive Management Committee Composition:* The IBCA Executive Management Committee

41 shall be comprised of the President, President-Elect, Vice President, Treasurer, Membership Chair,

42 Promotions Committee Chair and the Immediate Past President.

43

44 Section 2. *Authority and Responsibility:* The roles and responsibilities of the Executive Management

45 Committee shall be:

- 46 (1) To manage the hiring, firing and evaluation of the Executive Vice President
- 47 (2) To administer the employee grievance procedures

- 1 (3) To provide administrative assistance to the Executive Vice President
- 2 (4) To plan and conduct meetings
- 3 (5) To assist with crisis management
- 4 (6) To serve as the liaison to the agricultural industry and the general public

5 Section 3. *Officers*: The elected officers of the IBCA shall be: President, President-Elect, Vice President,
6 Treasurer and Immediate Past President. All officers shall be members of IBCA.

7 Section 4. *Officer Elections*: The President-Elect, Vice President, and Treasurer shall be nominated by the
8 Nominating Committee or by a voting member from the floor at the annual meeting and shall be elected by
9 majority vote of the members voting at the annual meeting.

10 Section 5. *Officer Terms*: Their terms of office shall begin immediately following their election. All
11 officers are limited to a one (1) year term, with the exception of the Treasurer, who may serve successive
12 terms. Unless the President-Elect declines or is unable to serve, the President-Elect shall become President
13 immediately following the election of officers at the annual meeting.

14
15 Section 6. *President*: The President shall preside at the annual meeting of the IBCA, Beef Board of
16 Directors meetings and other special association meetings called. The president shall recommend to the
17 Executive Management Committee appointments to working groups and special committees and make
18 appointments to industry groups as necessary; and see that the bylaws are faithfully complied with, and
19 further, perform such other acts as may be required to promote the best interests of the association. The
20 President shall be an Ex-officio voting member of all IBCA working groups and committees. The President
21 shall be responsible to the Beef Board of Directors for his/her acts of administration in conducting the
22 affairs and business of the association.

23 Section 7. *Vacancy*: In the event of the disability, death or resignation of the President the responsibilities
24 will be assumed by the President-Elect. Having succeeded to the office of President without being elected,
25 the President-Elect shall then become President for the term of one (1) year at the next annual meeting.

26
27 Section 8. *President-Elect*. The President-Elect shall become President in accordance with the bylaws and
28 should begin plans and preparation for the year as President during the term as President-Elect. In the
29 absence of the President, the President-Elect shall perform the duties of the President.

30
31 Section 9. *Vice President*: The Vice President shall be responsible for affiliate association and member
32 relations. The Vice President shall perform the duties of the President-Elect or President in their absence.

33
34 Section 10. *Treasurer*. The Treasurer shall assure that a true account of all monies received and expended
35 for use by the IBCA is maintained. The Treasurer shall present a report at the IBCA annual business
36 meeting or when called upon by the presiding officer. The funds, books, and vouchers of the association
37 shall be subject at all times to verification and inspection by the Beef Board of Directors. The Treasurer
38 shall serve as chairman of the Budget Committee.

39
40 Section 11. *Executive Vice President*: The Executive Vice President is the chief staff officer of the IBCA
41 and is responsible to, and serves at the pleasure of, the Beef Board of Directors to administer and
42 implement the Association's programs. Roles and responsibilities include:

- 43 (1) Hiring and dismissing of any other staff
- 44 (2) Training, supervising and evaluating any other staff
- 45 (3) Maintaining all necessary records for the IBCA
- 46 (4) Authorizing financial commitments within budget
- 47 (5) Supervising membership records

- 1 (6) Serving as Secretary and ex-officio member of the Beef Board of Directors
- 2 (7) Give notice of all Beef Board of Directors meetings
- 3 (8) Keep a record of all proceedings
- 4 (9) Perform other such duties as assigned by the Beef Board of Directors

5 Section 12. *Bonding Responsibility*: All officers and employees authorized to receive and disburse funds
6 shall be required by the Beef Board of Directors to give bond in the sum not less than \$10,000. The
7 premium on such bond shall be paid by the association.

8 ARTICLE XI — WORKING GROUPS AND COMMITTEES

9 Section 1. *Nominating Committee*: The Nominating Committee of the IBCA shall be chaired by the
10 immediate Past President, or an appointment by the Beef Board of Directors if not available, and be
11 composed of an odd number of members, no less than three appointed by the President. The Nominating
12 Committee shall prepare a slate of nominees for the Beef Board of Directors and officers of the association.

13
14 Section 2. *Notification of Nomination Slate*: The proposed slate shall be made available from the
15 Association to all members at least thirty (30) days prior to the Annual Business Meeting.

16 Section 3. *Audit Committee*: The Executive Management Committee shall serve as the audit committee.
17 This committee will review the report of the accounting firm employed by the IBCA and report to the Beef
18 Board of Directors.

19
20 Section 4. *Creation of Working Groups and Committees*: The President shall monitor actions of the
21 working groups, committees and task forces of the IBCA and IBC and shall recommend to the Beef Board
22 of Directors on a regular basis the creation, dissolution and consolidation of these committees. These
23 committees will consist of, but not be limited to: Cattlemen's Club Committee, Hoosier Beef Congress
24 Committee, Annual Convention Committee, INDIANA BEEF Magazine Committee, the Indiana Junior
25 Beef Cattle (IJBCA) and the Indiana Young Cattlemen (IYC). The chair and members of these committees
26 shall be appointed by the President. All standing Committee members must be dues paying members of the
27 Indiana Beef Cattle Association.

28
29 Section 5. *Responsibility of Working Groups and Committee Chairs*: The chairs will serve at the pleasure of
30 the President. These chairs will be responsible and accountable to the Beef Board of Directors attending
31 Beef Board of Directors meetings. These chairs should report at least quarterly to the Beef Board of
32 Directors. These committees, through their chairs will have responsibility to submit, present and oversee a
33 committee budget set by the Beef Board of Directors and will report directly to the Beef Board of
34 Directors. Emergency situations shall require consultation with the IBCA Executive Management
35 Committee.

36 ARTICLE XII — AUDIT

37 Section I - *Annual Audit and Review*: The Beef Board of Directors shall require an audit of the association's
38 checkoff related finances by a Certified Public Accountant within 120 days after the end of the fiscal year
39 in order to maintain IBCA's status as a Qualified State Beef Council (QSBC) of the Cattlemen's Beef
40 Promotion and Research Board. In the case of non-checkoff monies, since the administrative and shared
41 program expenses are included in the QSBC audit, the Association shall conduct a comprehensive financial
42 review each year.

43
44 Section 2. *Audit upon Departure of Chief Staff Officer*: An audit shall also be required whenever an
45 Executive Vice President leaves employment of the association for the period between the completion of

1 the most recent audit and the date of departure or the end of the fiscal year as determined by the Beef Board
2 of Directors.

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4 **ARTICLE XIII — REPLACEMENT**

5 All persons serving in elected or appointed positions of the association shall serve until replaced.

6
7 **ARTICLE XIV — DISSOLUTION**

8 The association shall use its funds only to accomplish the objectives and purposes specified in these
9 bylaws, and no part of said funds shall insure or be distributed, to the members of the association. On
10 dissolution of the association any funds remaining shall be distributed to one or more regularly organized
11 and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Beef
12 Board of Directors.

13 **ARTICLE XV — AMENDMENTS**

14 These bylaws may be amended at an Annual Business Meeting upon proposed recommendations from the
15 Beef Board of Directors. Proposed amendments to the bylaws shall be made available from the Association
16 to all members at least thirty (30) days prior to the Annual Business Meeting. Amendments must be
17 supported by two-thirds (2/3) of the members present and voting to be adopted.

18
19 **Article XVI – LISTING OF BEEF BOARD OF DIRECTORS**

20 A listing of all Beef Board of Directors will be maintained by the Executive Vice President. Name, address,
21 phone, and email information, along with board seat information, including roles and responsibilities, and
22 terms of office shall be maintained on said listing.

23