

Indiana Beef Cattle Association

By-Laws

~~Adopted January 28, 2011~~ Proposed Changes

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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

NEW SECTION 1: *Membership Classes.* There shall be four (4) classes of membership in this association,

(A) Individual Membership covers one individual engaged in the cattle production industry.

(B) Family Membership includes parent(s) and all unmarried children through age 21 engaged in the cattle production industry.

(C) Multi Family Membership which shall include up to five (5) family members names and unmarried children through the age 21 engaged in the cattle production industry.

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

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

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

4 ARTICLE VI- DUES AND CHECKOFF

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

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

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

22 ARTICLE VII— ANNUAL BUSINESS MEETING

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

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

26 Section 3. *Voting Membership*: The voting members at the annual meeting shall have the responsibility to
27 elect officers . Each current voting member present shall be entitled to vote. A firm, corporate membership
28 or family membership must designate one (1) person as its voting representative. No proxies shall be
29 accepted.

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

37
38 Section 5. *Parliamentary Procedure*: Robert's Rules of Order shall be used to govern the deliberations of
39 the association. An appointed parliamentarian may assist the president.

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

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

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

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

9 ARTICLE VIII - AREAS AND AFFILIATE PARTNERS

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

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

24 Section 2. *Area Meetings*: There shall be area meetings held annually at a time and place to be set by the
25 Area Beef Board Director in cooperation with the local Purdue Cooperative Extension Office. Once every
26 three years, the area will conduct an election to determine its Area Director to the Beef Board of Directors.
27 A quorum shall consist of those attendees present at the meeting.

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

33 ARTICLE IX — Beef Board of Directors

34 Section 1. *Composition*: The Beef Board of Directors (BBD) shall consist of no less than 25 and no more
35 than 30 directors. The elected directors shall include: five (5) officers of the association and ten (10) area
36 directors. Presidential appointment shall include; one (1) Membership Chair, one (1) Consumer Education
37 and Marketing Chair, one (1) Hoosier Beef Congress Committee Chair, one (1) Cattlemen’s Club
38 Committee Chair, one (1) Convention Committee Chair, one (1) representative of Purdue Extension, one
39 (1) representative from the Purdue University, College of Agriculture, Department of Animal Sciences, one
40 (1) representative of the dairy sector, one (1) representative of the Marketing Sector, one (1) representative
41 of the Processing/Distribution sector, one (1) representative of the state’s largest farm organization, one (1)
42 representative from the Veal sector, and one (1) representative of the Service sector. The President will
43 appoint representatives to fill these Director positions with the approval of the BBD. The BBD will
44 approve directors to ensure that all sectors of the industry are represented and shall include IBCA directors
45 to national beef organizations. Area Director positions left vacant by election to office shall be appointed
46 by the Beef Board of Directors.

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

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

16
17 Section 3. *Terms of Office:* The officers shall serve one-year terms as prescribed in Article X. The ten (10)
18 area directors shall serve staggered, three-year terms. They may serve no more than two consecutive,
19 complete terms. All appointed Directors shall serve two-year, staggered terms. In the event of any
20 vacancy on the Beef Board of Directors, the Beef Board of Directors shall select a replacement to complete
21 the remainder of the unexpired term.

22
23 Section 4. *Manner of Election:* The elected BBD members shall be the President-elect, Vice President, and
24 Treasurer. These positions shall be nominated by the Nominating Committee, or by members from the
25 floor at the annual meeting. A majority vote of those present and voting shall be necessary in order to elect
26 any person as a member of the Beef Board of Directors. In the case of area directors, they shall be elected
27 by producers from their respective areas.

28
29 Section 5. *National Directors:* The Beef Board of Directors shall appoint a director or directors to any
30 national organization to which the IBCA is entitled a directorship.

31 Section 6. *Beef Board of Directors Meetings:* The Beef Board of Directors shall be subject to meetings
32 called by the President at any time. The Board shall meet at least quarterly.

33
34 Section 7. *Quorum:* Majority of the members of the Beef Board of Directors shall constitute a quorum of
35 the Beef Board of Directors at any meeting, and the majority of those present shall determine the action of
36 the Beef Board of Directors.

37 Section 8. *Attendance Requirements:* Should any Beef Board of Directors member fail to attend one-half
38 of all regularly scheduled Beef Board of Directors meetings during any one (1) year of the term, the Beef
39 Board of Directors, at its discretion, may review and replace this Beef Board of Directors member
40 thereby superseding elected terms stated above.

41 [Section 9. Membership Requirements: The Beef Board of Directors are required to be dues paying](#)
42 [members of the Indiana Beef Cattle Association.](#)

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44 ARTICLE X - OFFICERS AND EXECUTIVE MANAGEMENT COMMITTEE

45 Section 1. *Executive Management Committee Composition:* The IBCA Executive Management Committee
46 shall be comprised of the President, President-Elect, Vice President, Treasurer, Membership Chair,
47 Consumer Education and Marketing Chair and the Immediate Past President.

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1 Section 2. *Authority and Responsibility:* The roles and responsibilities of the Executive Management
2 Committee shall be:

- 3 (1) To manage the hiring, firing and evaluation of the Executive Vice President
- 4 (2) To administer the employee grievance procedures
- 5 (3) To provide administrative assistance to the Executive Vice President
- 6 (4) To plan and conduct meetings
- 7 (5) To assist with crisis management
- 8 (6) To serve as the liaison to the agricultural industry and the general public

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

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

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

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

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

30
31 Section 8. *President-Elect.* The President-Elect shall become President in accordance with the bylaws and
32 should begin plans and preparation for the year as President during the term as President-Elect. In the
33 absence of the President, the President-Elect shall perform the duties of the President.

34
35 Section 9. *Vice President:* The Vice President shall be responsible for affiliate association and member
36 relations. The Vice President shall perform the duties of the President-Elect or President in their absence.

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

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

- 4 (1) Hiring and dismissing of any other staff
- 5 (2) Training, supervising and evaluating any other staff
- 6 (3) Maintaining all necessary records for the IBCA
- 7 (4) Authorizing financial commitments within budget
- 8 (5) Supervising membership records
- 9 (6) Serving as Secretary and ex-officio member of the Beef Board of Directors
- 10 (7) Give notice of all Beef Board of Directors meetings
- 11 (8) Keep a record of all proceedings
- 12 (9) Perform other such duties as assigned by the Beef Board of Directors

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

16 ARTICLE XI — WORKING GROUPS AND COMMITTEES

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

21
22 Section 2. *Notification of Nomination Slate*: The proposed slate shall be made available from the
23 Association to all members at least thirty (30) days prior to the Annual Business Meeting.

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

27
28 Section 4. *Creation of Working Groups and Committees*: The President shall monitor actions of the
29 working groups, committees and task forces of the IBCA and IBC and shall recommend to the Beef Board
30 of Directors on a regular basis the creation, dissolution and consolidation of these committees. These
31 committees will consist of, but not be limited to: Cattlemen's Club Committee, Hoosier Beef Congress
32 Committee, Annual Convention Committee, and INDIANA BEEF Magazine Committee. The chair and
33 members of these committees shall be appointed by the President. All standing Committee members must
34 be dues paying members of the Indiana Beef Cattle Association.

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

43 ARTICLE XII — AUDIT

44 Section I - *Annual Audit and Review*: The Beef Board of Directors shall require an audit of the association's
45 checkoff related finances by a Certified Public Accountant within 120 days after the end of the fiscal year

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1 in order to maintain IBCA's status as a Qualified State Beef Council of the Cattlemen's Beef Promotion and
2 Research Board. In the case of non-checkoff monies, since the administrative and shared program expenses
3 are included in the QSBC audit, the Association shall conduct a comprehensive financial review each year.
4

5 Section 2. *Audit upon Departure of Chief Staff Officer:* An audit shall also be required whenever an
6 Executive Vice President leaves employment of the association for the period between the completion of
7 the most recent audit and the date of departure or the end of the fiscal year as determined by the Beef Board
8 of Directors.
9

10 **ARTICLE XIII — REPLACEMENT**

11 All persons serving in elected or appointed positions of the association shall serve until replaced.
12

13 **ARTICLE XIV — DISSOLUTION**

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

19 **ARTICLE XV — AMENDMENTS**

20 These bylaws may be amended at an Annual Business Meeting upon proposed recommendations from the
21 Beef Board of Directors. Proposed amendments to the bylaws shall be made available from the Association
22 to all members at least thirty (30) days prior to the Annual Business Meeting. Amendments must be
23 supported by two-thirds (2/3) of the members present and voting to be adopted.
24

25 **Article XVI – LISTING OF BEEF BOARD OF DIRECTORS**

26 A listing of all Beef Board of Directors will be maintained by the Executive Vice President. Name, address,
27 phone, and email information, along with board seat information, including roles and responsibilities, and
28 terms of office shall be maintained on said listing.
29