

# Indiana Beef Cattle Association

## 2023 By-Laws

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### ARTICLE I – NAME

The name of the association shall be the Indiana Beef Cattle Association (IBCA). The term “Beef Board” refers to the IBCA Board of Directors throughout this document.

### ARTICLE II – VISION

An organization that enhances all aspects of the Indiana beef industry and makes beef the protein of choice.

### ARTICLE III- MISSION AND OBJECTIVES

Section 1. *Mission Statement:* To Build a Better Beef Business.

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.

### ARTICLE IV- ORGANIZATIONAL STRUCTURE AND OPERATING PRINCIPLES

Section 1. *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.

Section 2. *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 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.

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

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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.

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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 in person or virtually 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. An associate membership or  
28 producer household membership must designate one (1) person as its voting representative. No proxies  
29 shall be accepted.

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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.

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

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

## 8 ARTICLE VIII - AREAS AND AFFILIATE PARTNERS

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

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

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

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

## 32 ARTICLE IX — Beef Board of Directors

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

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

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

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

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

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

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

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

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

Section 9. *Membership Requirements:* The Beef Board of Directors are required to be dues paying members of the Indiana Beef Cattle Association. Members of the IBC Board of Directors must be check off paying producers to vote on expenditures.

## ARTICLE X - OFFICERS AND EXECUTIVE MANAGEMENT COMMITTEE

Section 1. *Executive Management Committee Composition:* The IBCA Executive Management Committee shall be comprised of the President, President-Elect, Vice President, Treasurer, Membership Chair, Promotions Committee Chair and the Immediate Past President.

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 (7) To administer the Board Restricted Fund and the Board Designated Scholarship Fund

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

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

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

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

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

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

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

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

44  
45 Section 11. *Executive Vice President*: The Executive Vice President is the chief staff officer of the IBCA  
46 and is responsible to, and serves at the pleasure of, the Beef Board of Directors to administer and  
47 implement the Association's programs. Roles and responsibilities include:

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

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

### 13 ARTICLE XI — WORKING GROUPS AND COMMITTEES

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

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

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

24  
25 Section 4. *Creation of Working Groups and Committees*: The President shall monitor actions of the  
26 working groups, committees and task forces of the IBCA and IBC and shall recommend to the Beef Board  
27 of Directors on a regular basis the creation, dissolution and consolidation of these committees. These  
28 committees will consist of, but not be limited to: Membership Committee, Promotions Committee,  
29 Scholarship Committee, Cattlemen's Club Committee, Hoosier Beef Congress Committee, Annual  
30 Convention Committee, INDIANA BEEF Magazine/Communications Committee and the Indiana Junior  
31 Beef Cattle (IJBCA). The chair -of these committees shall be appointed by the President. The committee  
32 members shall be appointed annually by the committee chair and approved by the President. All standing  
33 Committee members must be dues paying members of the Indiana Beef Cattle Association.

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

### 42 ARTICLE XII — AUDIT

43 Section 1.- *Annual Audit and Review*: The Beef Board of Directors shall require an audit of the  
44 association's checkoff related finances by a Certified Public Accountant within 120 days after the end of the  
45 fiscal year in order to maintain IBCA's status as a Qualified State Beef Council (QSBC) of the Cattlemen's  
46 Beef Promotion and Research Board. In the case of non-checkoff monies, since the administrative and

1 shared program expenses are included in the QSBC audit, the Association shall conduct a comprehensive  
2 financial review each year.

3  
4 Section 2. *Audit upon Departure of Chief Staff Officer:* An audit shall also be required whenever an  
5 Executive Vice President leaves employment of the association for the period between the completion of  
6 the most recent audit and the date of departure or the end of the fiscal year as determined by the Beef Board  
7 of Directors.

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9 ARTICLE XIII — REPLACEMENT

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

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12 ARTICLE XIV — DISSOLUTION

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

18 ARTICLE XV — AMENDMENTS

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

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24 Article XVI – LISTING OF BEEF BOARD OF DIRECTORS

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

28