

## **BY-LAWS**

### **INDIANA MEAT PACKERS & PROCESSORS ASSOCIATION, INC.**

By laws, Indiana Meat Packers & Processors Association, Inc, adopted March 18, 2023, as an amendment to Amendments of November 28, 2022, as an amendment to Amendments of September 19, 2003, as an amendment to Amendments of May 7, 1988, as an amendment to Amendments of September 15, 1962, as an amendment to the original By-Law adopted February 11, 1959.

#### **ARTICLE I - NAME**

Sec. 1: The name of the organization shall be the Indiana Meat Packers & Processors Association, Inc.

#### **ARTICLE II - PURPOSE**

Sec. 1: The object and purpose of this non-profit Association shall be to foster, improve and develop the business of commercial meatpackers in the State of Indiana (or other states that choose to work in accordance with Indiana) by every just and lawful means; to foster a spirit of cooperation between members and with other groups; to deal with rules and regulations affecting the meat industry; to see that fees and charges, including inspection fees, are just and reasonable and such as to avoid prejudice; to intrastate meatpackers to protect the membership against any unlawful restrictions sought to be imposed upon them; to protect the membership against unfair competition of every kind and description; and otherwise to advance the welfare of its membership.

#### **ARTICLE III - MEMBERSHIP**

Sec. 1: Regular Membership (Operator / Packer) shall consist only of persons, firms, or corporations engaged primarily in the conduct of general business of meatpacking.

Sec. 2: All eligible firms shall become Members upon receipt of their dues, subject to the approval of the President and Executive Secretary.

Sec. 3: Supplier Membership shall consist of any person, firm or corporation engaged in the manufacturing or sale of supplies or services used by members of the Association or any brokerage firm engaged in the selling of products for the meat industry shall be eligible for Membership. All Supplier Members must submit an application to become a member and must be approved by the President and Executive Secretary.

Sec. 4: Associate Membership shall consist of retired regular members or retired industry related persons, who wish to stay in contact with this Association and its members. Associate Membership shall also consist of related organizations that support membership and must be approved by the President and Executive Secretary.

Sec. 5: Any membership that has been denied, may be appealed in writing to the Board of Directors. The Board of Directors decision will be final.

Sec. 6: Membership will be for the calendar year beginning Jan. 1 through Dec. 31.

Sec. 7: Any member may be expelled or suspended by the Board of Directors for nonpayment of dues or violation of the By-Laws, Code of Ethics and Conduct, or Articles of Incorporation after proper notice is provided herein.

Sec. 8: Service of any notice of discharge, expulsion, or suspension of a member of this corporation shall be deemed sufficient and completed either by personal delivery thereof, or by depositing the same enclosed in a wrapper in a Post Office, with postage thereon prepared, duly addressed to the Post Office address of said member as it appears in the records of the corporation.

## ARTICLE IV - VOTING

Sec. 1: Annual Meeting:

- a. Regular and Supplier members only shall have the right to vote. Voting shall be restricted to one vote per firm, company, or organization, cast by its representative present; or in the event of a controversy by a person so appointed by the President or principal head of a firm.
- b. Associate members shall not be entitled to vote.

Sec. 2: Board of Directors Meeting:

- a. Regular and Supplier Board members shall have the right to vote.
- b. Technical Director(s), Executive Secretary, guest or other individuals shall not have the right to vote.

## ARTICLE V - DUES

Sec. 1: Regular and Associate members shall pay a dues fee as established by and in accordance with a schedule adopted by the Board of Directors each year.

Sec. 2: Supplier members shall pay an annual dues fee as set by the Board of Directors.

## ARTICLE VI - DIRECTORS

Sec. 1: There shall be at least seven (7) regular membership Directors elected for three-year terms provided however, that the terms should be staggered so that at least two (2) Directorships expire each year. The number of Directors shall be an odd number.

Sec. 2: There shall be at least two (2) Supplier Members that must be from different firms.

Sec. 3: One (1) Supplier Member shall be elected at the Annual meeting to serve a two-year term. They shall be elected by the Supplier Membership at a meeting of Exhibitors prior to the Supplier show being opened to the membership and guests. Voting shall be restricted to one vote per firm, company, or organization, cast by its representative present.

It shall be the duty of the Senior Supplier Board Member to call this meeting and to elect a new board member. Also, it will be their duty to obtain ideas and suggestions from their group, that will aid and benefit this Association. If a vacancy exists, Supplier members have the power to appoint a member of their group to serve out any unfiled term, subject to the approval of the Board of Directors.

Sec. 4: New Directors will assume their Directorship at the adjournment of the Annual Meeting.

Sec. 5: The Board of Directors shall have the power to fill any vacancy by appointment for the balance of the unexpired term.

Sec. 6: Technical Director(s) / Advisor(s), appointed by the Board of Directors, shall serve in advisory roles to coordinate, and govern the affairs of the organization subject to the By-Laws and Articles of Incorporation.

## **ARTICLE VII - NOMINATION**

- Sec. 1: The President shall appoint a Nominating Committee consisting of three (3) members at least 30 days prior to the date set for the Annual Meeting. Said committee shall meet and nominate up to four (4) persons for Directorship, giving consideration to the geographic location, size, and nature of the candidate firm in making such nominations. Also, only one representative of any member company shall serve as a Director at any given time. The Chairman, after receiving acceptance of each candidate, shall notify the President of the nomination at least 15 days prior to the Annual Meeting. The list of candidates shall be published in the News Bulletin to all members at least 10 days prior to the Annual Meeting.
- Sec. 2: Any five (5) members may place in nomination another candidate by notifying the Nominating Committee Chairman at least five days prior to the Annual Meeting, giving the name of the person or persons to be placed in nomination.
- Sec. 3: Any officially designated representative of a Regular member shall be eligible for nomination.

## **ARTICLE VIII - ELECTIONS**

- Sec. 1: Election of Directors shall be held at the Annual Meeting.
- Sec. 2: All Regular members shall be entitled to vote for Director candidates.
- Sec. 3: In the event that more than four (4) candidates are placed in nomination, the four receiving the highest number of votes shall be considered elected.

## **ARTICLE IX - OFFICERS**

- Sec. 1: The Board of Directors shall meet before adjournment of the Annual Meeting and from its membership elect the following officers: President and Vice President.
- Sec. 2: Officers shall be elected annually by the Board of Directors at its meeting after each annual meeting of Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

## **ARTICLE X - DUTIES**

- Sec. 1: The Board of Directors may employ an Executive Secretary.
- Sec. 2: The Board of Directors shall be empowered to: appoint or employ personnel; and control, direct, coordinate, and govern the affairs of the organization subject to the By-Laws and Articles of Incorporation.
- Sec. 3: The President shall preside at meetings, have the power to appoint Committees and perform such normally reserved to that office.
- Sec. 4: The Vice President present shall preside in the absence of the President.
- Sec. 5: The Executive Secretary shall be an employee of the organization or independent contractor subject to the direction of the Officers and Board of Directors; he or she shall perform the duties of Secretary and Treasurer of the Association and perform such duties as may be assigned by the Officers and Board of Directors.

## **ARTICLE XI - MEETINGS**

- Sec. 1: The Annual Meeting shall be held in the Spring of each year at the time and place designated by the Board of Directors.
- Sec. 2: The Board of Directors shall meet at least twice a year at a time and place designated by the President.
- Sec. 3: The President or three (3) Directors shall be empowered to call a Special Meeting of the Board of Directors and/or Membership at such time as he or they shall designate, provided, however, that at least a three-day notice shall be given.

## **ARTICLE XII - COMMITTEES**

- Sec. 1: The Board of Directors may create such standing and or special Committees from time to time as may be necessary to carry out the programs and purposes of the organization.
- Sec. 2: Each Committee may manage its affairs but may not commit the Organization to expenditures or policies without approval of the Board of Directors.

## **ARTICLE XIII - QUORUM**

- Sec. 1: Twenty-five (25) percent of the Regular members shall constitute a quorum for an Annual Meeting or Membership Business Meeting.
- Sec. 2: Seven (7) Directors shall constitute a quorum for a Board of Directors Meeting.
- Sec. 3: Fifty (50) percent of the members, plus one (1), shall constitute a quorum of a Committee or other officially appointed group.

## **ARTICLE XIV - AMENDMENT**

- Sec. 1: These By-Laws may be altered or amended at any time by a two-thirds vote of the entire Board of Directors, either at a meeting or by mail ballot, provided, however, that the regular members shall have been notified by either direct mail or email of the proposed change at least two (2) weeks prior to the date set for final action by the Board of Directors.

## **ARTICLE XV - CORPORATE SEAL**

- Sec. 1: This Association shall have a seal which shall consist of the words "Indiana Meat Packers & Processors Association, Inc.," inscribed thereon.

## **ARTICLE XVI - FISCAL YEAR**

- Sec. 1: The fiscal year shall begin October 1<sup>st</sup> of each year and shall end September 30<sup>th</sup> of the following year.

## **Article XVII – INDEMNIFICATION**

- Sec. 1: The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the state corporation laws.
- Sec. 2: The members, the officers, the committeepersons, the directors, and their private property shall not be liable in any manner for Association debts, obligations, undertakings, or liabilities.
- Sec. 3: Nothing herein shall constitute members of the Corporation as partners for any purpose. No member, officer, agent, or employee of this corporation shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the Corporation, nor shall any of the member, officer, agent or employee be liable for their acts or failures to act under the Articles of Incorporation and the Bylaws, excepting only acts or omissions to act out of willful misfeasance.