

**OREGON DAIRY INDUSTRIES  
CONSTITUTION AND BYLAWS**

**ARTICLE I Name**

This Association shall be known as OREGON DAIRY INDUSTRIES

**ARTICLE II Objectives**

The Objectives of the OREGON DAIRY INDUSTRIES are to promote and elevate dairy products interest; foster and encourage the growth and success of the dairy industry in Oregon and the western U.S.; provide for and conduct an annual meeting, and; arrange a program for the consideration of such subjects as will tend to instruct and enlighten the members. An annual dairy products quality evaluation shall be sponsored under the guidance of the Board of Directors

**ARTICLE III Membership**

Section 1. Membership Categories

The Membership of OREGON DAIRY INDUSTRIES (ODI) shall consist of six (6) Categories of Membership:

- a) Dairy Plant Membership, which includes any state-licensed dairy plant engaged in processing, manufacturing, and selling of dairy foods.
- b) Supplier Service Membership, which consists of dairy supply and other material supply and services companies, and professional services companies interested in supporting the dairy industry.
- c) Academic/Government Membership, which consists of universities or government agencies involved in work related to the dairy industry.
- d) Associate Members include individual persons employed by the dairy processing plants, supplier firms, academic/government organizations, and others involved in work related to the dairy industry whose company or organization may or may not be an ODI member but want to receive personal ODI mailings.

- e) Student Members includes those individuals who are enrolled in a degree or technical training program related to the dairy industry.
- f) Life Members are persons who have retired from an ODI Member company and want to continue their association with ODI, and as approved by a majority vote of the ODI Board of Directors.

## Section 2. Membership Voting Rights

- a) ODI Dairy Plant Members may vote at membership meetings, serve on committees, and may be elected to the Board of Directors and hold office as provided in Article IV. Members as designated in Article III Section 1(a) shall each be entitled to cast one (1) vote through a designated company representative for or against the slate of proposals presented at the Annual Meeting or other special elections as presented by the Board of Directors.
- b) ODI Supplier Service Members may vote at membership meetings, serve on committees, and may be elected to the Board of Directors and hold office as provided in Article IV. Members as designated in Article III Section 1(b) shall each be entitled to cast one (1) vote through a designated company representative for or against the slate of proposals presented at the Annual Meeting or other special elections as presented by the Board of Directors.
- c) Associate Members are voting Members and may serve on committees and may be elected to the Board of Directors and hold office as provided in Article IV.
- d) Academic/Government Members are voting Members and may serve on committees and may be elected to the Board of Directors and hold office as provided in Article IV.
- e) Student Members are non-voting Members but may serve on committees and otherwise perform duties in accordance with procedures established by the Board of Directors or these bylaws.
- f) Life Members are non-voting Members but may serve on committees and otherwise perform duties in accordance with procedures established by the Board of Directors or these bylaws.

## Section 3. Membership Classification

The Board of Directors shall have the absolute discretion to determine the proper membership classification for any Member.

## Section 4. Member Dues

- a) The amount of annual dues for all classes of membership and the terms of payment of such dues and fees shall be recommended from time to time by the Board of Directors.

- b) The dues of the Members of this association shall be on a per annum basis and shall be payable annually upon receipt of notice thereof.

Section 5. Duration of Membership and Resignation

- a) Membership shall terminate by voluntary withdrawal, non-payment of dues past 90-days of invoice, or as otherwise provided in these bylaws.
- b) The Board of Directors, upon the affirmative vote of two-thirds of all Directors in office at the time, may suspend or terminate the membership of a Member for cause, subject to a reasonable appeals process.
- c) Except as otherwise required by law or by these Bylaws, any voting right of a Member and any other rights conferred upon a Member shall cease immediately upon termination of such Member's membership.

Section 6. Meetings of the Membership.

- a) Annual Meeting. At least one annual meeting per calendar year of the Membership shall be held at a time and place to be determined by the Board of Directors in a location that is convenient to the Membership. If circumstances dictate, meetings may be held by virtual means.
- b) Special Meetings. Special meetings of the Membership shall be held at the call of the President or by a call of at least ten (10) percent of the Members of ODI in good standing by a demand signed, dated, and delivered to ODI's President or Executive Director. Such demand by the members shall describe the purpose of the meeting. If circumstances dictate, the meeting may be held by virtual means.
- c) Notice of Meetings. Notice of all meetings of the Members shall be given to each member at the last address of record by first class mail at least seven (7) days before the meeting, or by means other than first class mail such as email at least seven (7) days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.
- d) Quorum and Voting. For the election of Directors, ten (10) percent of the number of Members then in good standing and present either in person or by virtual means at any annual meeting shall constitute a quorum for the election of Directors. Approval is by a simple majority vote of the Members represented or attendees at the annual meeting. Alternatively, the election of Directors may be conducted by written ballot in such manner as the Board of Directors may determine.
- e) Written Ballots. Any action that may be taken at an annual or special meeting of members may be taken without a meeting if Oregon Dairy Industries delivers a written ballot to every member entitled to vote on the matter. Approval by written ballot shall be valid only when: 1) the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action,

and; 2) the number of affirmative votes equals or exceeds the number of votes that would be required to approve the matter at a meeting.

All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of Directors, and specify a reasonable time by which a ballot must be received by ODI in order to be counted. The number of responses needed to meet the quorum requirement shall be calculated prior to the annual meeting.

## **ARTICLE IV Board of Directors**

### **Section 1. General Powers**

The governing body of ODI shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the business and affairs of Oregon Dairy Industries and shall determine its policies or changes within the limits of these Bylaws.

The Board of Directors shall implement ODI's objectives with the following authority: have discretion in the disbursement of funds; open accounts; have authority to enter into contracts for materials and services; borrow funds; apply for grants; earn income; accept gifts, and; hire and supervise personnel.

The Board shall not permit any part of the net earnings or capital of ODI to specifically benefit any private individual or private entity. The Board of Directors may adopt such rules and regulations for the conduct of its business and may delegate authority to committees or individual Directors, or appoint such agents as it may consider necessary.

### **Section 2. Number of Directors**

The Oregon Dairy Industries Board of Directors shall be comprised of up to 15 Directors.

### **Section 3. Qualification**

Membership on the Board of Directors shall be open to all persons who are Members of Oregon Dairy Industries as outlined in Article III Section 1 and who have a demonstrated commitment to advancing the interests of the western dairy industry. Individuals will not be restricted on the basis of race, color, religion, age, national origin, gender, or sexual orientation. The Nomination Committee shall strive to select a slate of candidates that is broadly representative of the western dairy industry, its stakeholders, organizations, or individuals providing services, or organizations and any other sector represented within ODI's membership.

### **Section 4. Positions and Terms**

- a) President. Shall be elected by the Membership at the annual meeting and will serve a term of one year. When possible, the goal is for the Presidency to rotate between a member from an ODI Dairy Plant and a member from an ODI Supplier

Service.

- b) President Elect. Shall be elected by the Membership at the annual meeting and will serve a term of one year-
- c) Past President. Serves on board for one year immediately after serving as President.
- d) Secretary/Treasurer. Will serve until a successor is appointed by the Board and as approved by the Membership.
- e) Campus Coordinator shall be designated by Oregon State University, Department of Food Science and Technology. Will serve until a successor is appointed by the Board.
- f) Program Coordinator shall be designated by the ODI Board. Will serve until a successor is appointed. May be the same as the Campus Coordinator.
- g) Six (6) At-Large Directors shall be elected by the Membership, at each appropriate annual meeting, to serve a term of three years. At-Large Directors may be re-elected for one additional term. When possible, the goal is for three (3) At-Large Directors come from an ODI Dairy Plant and three (3) come from an ODI Supplier Service.
- h) Four (4) Advisors, one of whom will be a representative from the Oregon Dairy and Nutrition Council. Will serve until successors are appointed by the Board and as approved by the Membership.

#### Section 5. Board Positions and Duties

- a) Duties of the President. The President shall preside over all ODI Membership and Board of Directors meetings. They may call special Board of Directors meetings whenever it seems advisable or when there is business to transact, and it shall be their duty to call such special meetings upon petition by Members of ODI as outlined in Article III Section 6(b). The President will appoint committee chairs and may establish committees of the Board as necessary to complete the duties of ODI. The President will be an ad hoc member of each committee.
- b) Duties of the President Elect. The President Elect shall be to act on all occasions in the absence of the President. They will assume the office of President upon completion of the President's term of office. They will preside over the Program Committee Meeting.
- c) Duties of the Past President. The Past President supports ODI and serves on the nominating committee.
- d) Duties of the Secretary/Treasurer. The Secretary/Treasurer shall maintain electronic access to all ODI financial accounts and monitor transactions on a regular basis. The Secretary/Treasurer shall meet with the Executive Director quarterly to review ODI financial standing. The Treasurer shall provide a review of the financial standing of ODI at the pre-conference Board Meeting and provide a full report of the financial standing of ODI; and, in consultation with the Executive Director, propose a Budget for the following year, at the post-conference Board Meeting. They shall offer guidance and advice in funds

disbursement to the Executive Director. They shall be authorized to disburse funds along with the Executive Director and the Program Coordinator. The Secretary/Treasurer shall also ensure oversight of proper records keeping for ODI, including all financial, legal, contractual, personnel, and other business documents as required by ODI policy and state law.

- e) Duties of the Campus Coordinator. Reflective of a public-private partnership, the Campus Coordinator will serve as the key liaison between ODI and Oregon State University Department of Food Science and Technology.
- f) Duties of the Program Coordinator. The Program Coordinator will lead the coordination of ODI's programming, notably its primary objective of industry education through an annual convention and other venues, both in-person and by electronic means.
- g) Duties of At-Large Directors. At-Large Directors shall represent the voice of the Membership and provide the requisite oversight of ODI's finances, programs, and general operations and other duties as outlined in these Bylaws.
- h) Duties of Advisors. Drawing on experience of personal and professional backgrounds, Advisors may offer perspectives on programs, strategies, funding, and other initiatives of interest to Oregon's dairy industry and in the interest of efficient operations of ODI.

#### Section 6. Removal

Any director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office. A vacancy may happen because a Director voluntarily steps down, if they no longer work for an ODI member company, if they are no longer member of ODI, or if they give cause to be removed. Those causes may be, but are not limited to: 1) Two (2) unexcused absences or neglect of duty in office; 2) Inappropriate conduct; 3) Misappropriation of funds.

#### Section 7. Vacancies

Vacancies on the Board of Directors shall be filled by an affirmative vote of a majority of the directors then in office at a regular or special meeting called for that purpose. Individual Directors may nominate candidates for a vacant position. A successor director shall serve for the unexpired term of the predecessor and, at the conclusion of the unexpired term, shall be eligible for one additional term.

#### Section 8. Quorum and Action.

At any meeting of the Board of Directors, or at any special meeting called in accordance with the provisions of these By-Laws and Constitution, seven (7) Board members shall constitute a quorum. All Board members will have voting privileges.

If a quorum is present, action is taken by a majority vote of the Board members present, except as otherwise provided by these Bylaws and Constitution. Where the law or these

Bylaws requires a majority vote of Board members, such action is taken by that majority as required.

#### Section 9. Proxies

There shall be no voting by the Board of Directors by proxy.

#### Section 10. Regular Meetings

At least two (2) meetings of the Board will be held per calendar year. Regular meetings of the Board of Directors shall be held at a time and place as shall be determined by the President. Notice of the date, time, place, and purpose of these meetings will be provided to Directors no later than 14 days in advance of the meeting date.

#### Section 11. Special Meetings

Special meetings of the Board may be called by the President. Notice of special meetings of the Board of Directors shall be delivered to each director personally by telephone, by mail, or by electronic mail not less than two (2) business days prior to said special meeting.

#### Section 12. Alternative Meeting Venue

Any regular or special meeting of the Board of Directors may be held by telephone or electronic means. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.

#### Section 13. Compensation and Reimbursement

Directors shall not receive compensation for their board services but may be reimbursed for authorized expenses related to Board service, as approved by the Board in advance. Nothing herein shall preclude a Director from serving ODI in any other capacity and receiving compensation for such services in accordance with ODI's applicable policies and Board approval.

#### Section 14. Action by Consent

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be agreed to, and signed by all Directors.

### **ARTICLE V Committees**

#### Section 1. Standing Committees

There shall be seven standing committees of the Board of Directors: Executive Committee, Membership, Finance, Scholarship, Nominating, Program Committee, and In Memoriam and Life Member. Standing committees shall be chaired by a chair appointed by the President and shall have at least one additional director as a member. Standing committees shall submit reports at each annual meeting.

- a) Executive Committee The members of the Executive Committee shall be the

President, the Vice-President, the Past-President, the Executive Director, the Treasurer, and the chairs of the standing committees. The Executive Committee shall oversee strategic, long-range planning; shall determine personnel matters and compensation; and shall perform other duties as the Board of Directors may prescribe from time to time. Action may be taken by an affirmative vote of a majority of Committee members, provided a quorum is present. Executive Committee actions shall be reported in full to the Board of Directors at its next regular meeting.

- b) Membership Committee. The Membership Committee will help ensure Member recruitment and retention, as vital part of ODI's continuance of services. Membership may survey Members from time to time, helping ensure an appropriate level of service delivery and meeting expectations of Member companies.
- c) Finance Committee. The Finance Committee will: recommend the annual budget to the Board of Directors for its approval; regularly review ODI's financial status; report on ODI's finances at all regular meetings of the Board, at the annual Membership meeting, and at other times as requested; recommend financial policies to the Board of Directors; review annually this Corporation's IRS 990 Form and recommend its acceptance by the Board, and; perform other duties as the Board of Directors may prescribe from time to time. The Secretary/Treasurer shall chair the Finance Committee.
- d) Scholarship Committee. The Scholarship Committee will coordinate an annual golf outing for the Membership and invited guests as a means to raise funds for Oregon State University student scholarships for dairy food science studies. The Committee from time to time may recommend other funding opportunities or means of student support.
- e) Nominating Committee. The Nomination Committee shall be responsible for identifying prospective candidates for election to the Board of Directors and shall solicit nominations from Members. The Nomination Committee shall present to the Board of Directors for review a slate of candidates composed of Members in good standing. When possible, a list of candidates on the slate, the term for which each is nominated, and relevant biographical information about each candidate shall be sent to the Members along with the notice of the Annual Meeting.
- f) Program Committee. The program committee identifies topics and speakers for the ODI conference program. Works with the Program Chair to finalize the program.
- g) Cheese Tray Committee. The Cheese Tray Committee plans and puts on the annual Elliker cheese tray at the end of the ODI Conference.



- h) In Memoriam/Life Member/Recognition Committee. The In Memoriam/Life Member/Recognition Committee shall on an annual basis recommend individuals whose careers and or service to the industry will be memorialized in an appropriate manner as determined by the Committee and approved by the Board.

Section 2. Committee Chairs

The President, in consultation with the Board of Directors, shall appoint the chair of each committee.

Section 3. Committee Members

In consultation with the committee chair, the President shall appoint the Directors of each committee. Committee chairs may recruit non-Board Directors to their committees, subject to the approval of the President.

Section 4. Terms

The term of a committee chair and committee members shall be one year. Chairs and members may be appointed to successive terms.

Section 5. Quorum and Action

A quorum at a meeting of a standing committee shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present.

Section 6. Limitations on the Powers of Committees

No committee may authorize any action on behalf of ODI prior to approval by the Board of Directors and/or of ODI Membership as outlined in these Bylaws.

**ARTICLE V Amendments**

This Constitution and Bylaws can be amended by a two-thirds vote of Members who are in good standing by means noted in Article III Section 2.

**ARTICLE VI Parliamentary Authority**

The rules contained in “Robert’s Rules of Order, Revised” shall govern the organization in all cases to which they are applicable and in which they are not inconsistent to the Bylaws.