

THE DAIRY PRACTICES COUNCIL

CONSTITUTION AND BYLAWS

ARTICLE I

NAME

Section 1. The name of the organization shall be "The Dairy Practices Council".

ARTICLE II

OBJECTIVE

Section 1. This organization is formed exclusively for educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1954.

Section 2. The objectives of the Council are to:

- A. Develop and disseminate educational guidelines for the dairy industry, especially as related to proper and improved sanitation and production of high quality dairy products, and to:
- B. Provide mutual assistance internationally among states, provinces, countries and territories in adopting sound, uniform, and improved procedures concerning the production, processing, and distribution of milk and dairy products, especially as related to sanitation and high quality products.

Section 3. The intent of these objectives is a cooperative effort of Industry, Education, and Regulatory. The further interest is not to duplicate but to cooperate with any other organization that has similar goals.

ARTICLE III

MEMBERSHIP

Section 1. **Regulatory Membership** in the Council is open internationally to any state, province, country, territory or region.

Section 2. **Educational Institution/Extension Membership** in the Council is open internationally to any educational institution in any state, province, country, territory or region.

Section 3. **Individual Membership** in The Dairy Practices Council shall be open to, but not limited to persons in the following named groups:

- A. Regulatory personnel concerned with milk production, and the processing and distribution of milk and dairy products.
- B. Milk producers, individually or through their associations.
- C. Processors of milk and dairy products, individually or through their associations.
- D. Manufacturers of dairy equipment, supply or service personnel to the dairy industry, individually or through their associations.
- E. Personnel from educational institutions.

Section 4. **Honorary Life Membership** shall be granted to a present or past member of The Dairy Practices Council who has performed outstanding and extraordinary service to the Council.

Section 5. **Sustaining Membership**. Organizations whose objectives are in agreement with those of this Council shall be eligible for sustaining membership. The specific details concerning eligibility and dues are to be determined by the Executive Board.

ARTICLE IV

EXECUTIVE BOARD

- Section 1. The Dairy Practices Council shall exist through the medium of an organizational conference which shall elect an Executive Board to conduct the business of The Dairy Practices Council.
- Section 2. The Executive Board shall consist of The Dairy Practices Council officers, directors of the Council permanent Task Forces, and ten other persons, one actively representing each of the following groups:
- (1) State Regulatory
 - (2) State Regulatory
 - (3) Federal Regulatory FDA
 - (4) Federal Regulatory USDA
 - (5) Dairy Industry Production
 - (6) Dairy Industry Processing
 - (7) Dairy Industry Suppliers/Services
 - (8) Education Production
 - (9) Education Processing
 - (10) At Large Member with activities/expertise in support of the dairy industry
- Section 3. Vacancies may be temporarily filled, until the next Annual Meeting, by a majority vote of the Executive Board.
- Section 4. A quorum shall be a majority of the Executive Board Members.

ARTICLE V

ANNUAL MEETING

- Section 1. The Dairy Practices Council shall meet at least once a year in a session designated "Annual Meeting". At this meeting the date and location for the next Annual Meeting shall be announced. The time and place of the meeting shall be set by the Executive Board.
- Section 2. At the Annual Meeting, the membership shall fill all vacancies on the Executive Board and may amend the Constitution and/or Bylaws in accordance with Article VII and make recommendations to the Executive Board concerning the objectives of The Dairy Practices Council.

ARTICLE VI

PARLIMENTARY AUTHORITY

Robert's Rules of Order, Revised shall constitute the ruling authority in all cases not covered by the Bylaws.

ARTICLE VII

AMENDMENTS

- Section 1. Proposed amendments to the Constitution and Bylaws must be submitted in writing to the Executive Board at least ninety (90) days prior to the Annual Meeting of The Dairy Practices Council.
- Section 2. The Executive Board shall consider all proposed amendments to the Constitution and Bylaws and present a report and recommendations to the membership.
- Section 3. The Executive Board shall instruct the Executive Vice President to prepare copies of such proposed amendments, and provide them at least thirty (30) days prior to the Annual Meeting to all members.
- Section 4. A two-thirds vote of the members present at the Annual Meeting shall be required to adopt amendments to the Constitution.
- Section 5. A simple majority vote of the members present at the Annual Meeting shall be required to adopt amendments to the Bylaws.

ARTICLE VIII

DISSOLUTION

Section 1. In the event of dissolution, all of the remaining assets and property of the organization shall after necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or, to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the state in which the Council office is then located will best accomplish the general purposes for which this organization was formed.

ARTICLE IX

EARNINGS AND POLITICS

Section 1. No part of the net earnings of the Council shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives in this Constitution and Bylaws. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Council shall not carry on any other activities not permitted to be carried on by any organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

* * * * *

BYLAWS - ARTICLE I

MEMBERSHIP OF THE EXECUTIVE BOARD

Section 1. All terms of elected Board members will be for three years, one-third being elected each year. No member shall serve more than two consecutive full terms. Task Force Directors shall serve on the Executive Board for terms that coincide with their appointments as Directors. Elections shall be conducted at the Annual Meeting and a majority vote of those present shall constitute an election.

Section 2. Ex officio members may be appointed by the Executive Board to serve as consultants to the Executive Board.

Section 3. All terms start at the conclusion of the annual conference.

BYLAWS - ARTICLE II

OFFICERS OF THE DAIRY PRACTICES COUNCIL

The Dairy Practices Council membership shall elect a President and Vice President, to serve for a three-year term. No elected officer shall serve consecutive three-year terms as President or Vice President. The ex-Presidents are invited to meet with the Executive Board without voting powers.

BYLAWS - ARTICLE III

POSITION ON THE BOARD

Members of the Executive Board shall be eligible to concurrently serve in more than one position.

BYLAWS - ARTICLE IV

DUTIES OF THE EXECUTIVE BOARD

- Section 1. The Executive Board shall meet as is deemed necessary by the President except that a special meeting shall be called only upon approval by two-thirds of the members of the Executive Board. In addition, if two-thirds of the members of the Executive Board request a special meeting, the President shall call such a meeting.
- Section 2. The Executive Board shall arrange for the time and place of Council meetings, arrange the program, and take all necessary steps for the proper functioning of the meetings.
- Section 3. Each Executive Board Member is expected to attend meetings of the Executive Board consistently.
- Section 4. Each member of the Executive Board shall make every effort to represent all of the interests of the members in the field which he or she represents.
- Section 5. The Executive Board shall appoint a Nominating Committee at least one hundred-twenty (120) days prior to the Annual Meeting. The Nominating Committee shall consist of a representative from Regulatory, Industry, and Education. At least one candidate shall be nominated for each vacancy and their names submitted to the Executive Vice President.
- Section 6. The Executive Board shall employ an Executive Vice President who shall serve at the will of the Board.

BYLAWS - ARTICLE V

DUTIES OF THE PRESIDENT

- Section 1. The President, or if absent the Vice President, shall preside at all meetings.
- Section 2. The President shall appoint a Director with the approval of the Executive Board for each Task Force.
- Section 3. The President shall diligently promote action by the Executive Board and Task Forces to accomplish the objectives of The Dairy Practices Council.
- Section 4. The President shall conduct all other business as directed by The Dairy Practices Council and the Executive Board.
- Section 5. The President shall appoint annually an auditing committee to audit the books of the Council and the President will present a report of this audit at the annual meeting of the Council.

BYLAWS - ARTICLE VI

DUTIES OF THE EXECUTIVE VICE PRESIDENT

- Section 1. The Executive Vice President shall record the minutes of all meetings of the Executive Board and of the Council.
- Section 2. The Executive Vice President shall maintain all of the necessary records and files and shall act as custodian of any funds.
- Section 3. The Executive Vice President shall send out notice of the Annual Meeting including proposed amendments at least thirty (30) days prior to the Annual Meeting.
- Section 4. The Executive Vice President shall conduct all other business as directed by the Executive Board, including the making of arrangements for the printing and dissemination of official publications, and shall lend assistance to the various Task Forces in their activities.
- Section 5. The Executive Vice President shall maintain all of the necessary records and files; shall collect membership dues and registration fees; shall collect all accounts receivable and pay all bills for Council expenses.
- Section 6. The Executive Vice President shall submit all approved new or revised Guidelines to the concerned Official Regulatory Agencies for approval and comment. Such approval or disapproval or comment shall be noted on the printed documents.

BYLAWS - ARTICLE VII

TASK FORCES

- Section 1. The work in specific subject matter areas will be conducted by a specific Task Force designated by the President with the approval of the Executive Board. Each Task Force shall remain in effect as long as there is a specific need for this group.
- Section 2. Each task Force shall have a Director. The Director shall be appointed by the President of The Dairy Practices Council with the approval of the Executive Board with a recommended term of three years. No Director shall serve more than two consecutive full terms. All Task Force Directors shall serve on the Executive Board. The Task Force Director may select a Deputy Director to serve in support of the Director's activities and responsibilities. The Task Force membership may recommend persons prior to the Annual Meeting for appointment or reappointment as Director. To assure meeting the objectives of the Council the Executive Board will retain the right to replace a Task Force Director at any time.
- Section 3. The objectives and operating procedures for each Task Force shall be defined by the Executive Board in a manner to support overall objectives of the Council.
- A. The general objective of each Task Force will be to prepare written information acceptable to all member states on subjects of specific and widespread interest to be known as "Guidelines".
 - B. Upon completion of a guideline document by a Task Force, the Task Force Director requests the Executive Vice President to forward the document as a "Preliminary Guideline" to the member states, Executive Board, and guideline committee for their approval, comments and/or exceptions.
 - C. Member states, Executive Board, and guideline committee shall forward their approval, comments and/or exceptions in writing to the Executive Vice President within thirty (30) days.
 - D. The Executive Vice President working with the Lead Author and Task Force Director and participating state representatives will resolve the exceptions and/or footnote the exceptions in the approved guideline.
 - E. The Executive Vice President shall authorize final publication and public release of "Recommended Guidelines".
 - F. No information in the form of Guidelines will be sent to the states for comment by the Task Forces without vote of approval by the membership or authorization by the Executive Board or Executive Vice President.
- Section 4. Each Task Force shall determine the projects to be worked on and in which order they should be undertaken within its interest area. Each Task Force Director shall report new projects to the Council President.
- Section 5. Functioning of the Task Force can be expedited by dividing into subcommittees charged with a specific task by members of the Task Force.

BYLAWS - ARTICLE VIII

HONORARY LIFE MEMBERSHIP

- Section 1. A candidate may be recommended to the Honorary Life Membership Nominating Committee by any member of the Council. Background and justification shall be prepared on the standard form available from the Executive Vice President, and presented to the Executive Vice President not later than the Spring Board Meeting of any year.
- Section 2. The Executive Board shall review all recommendations and select not more than 2 candidates in any one year for presentation to and approval by the Executive Board at the spring meeting of the Board.
- Section 3. Approved candidates will receive their award at the next Annual Meeting.
- Section 4. Honorary Life Members shall be exempt from dues and registration fees and shall enjoy all the rights and privileges accorded to regular members.