

**CONSTITUTION AND BY-LAWS OF THE
NATIONAL PROTEIN & FOOD DISTRIBUTORS ASSOCIATION**

**ARTICLE I
Name**

Section 1.1: The name of the Association shall be NATIONAL INDEPENDENT PROTEIN AND FOOD DISTRIBUTORS ASSOCIATION, AKA National Protein & Food Distributors Association.

**ARTICLE II
Objectives**

Section 2.1: The objective of the Association shall be:

To provide a forum for food distributors, processors, and allied industries that fosters long term relationships through the exchange of ideas.

**ARTICLE III
Membership**

Section 3.1: **Active Membership.** Any person, firm, or corporation engaged as a distributor, processor-distributor, processor, or in an industry related to the processing or distribution of processed protein or processed protein and food products may, upon application and admission to membership as herein provided, hold active membership in the Association.

Section 3.2: **Additional Membership.** Any person, firm or corporation admitted to active membership shall be entitled to one branch membership for each branch office or branch operation upon the payment of such dues as may be applicable to associate members.

Section 3.3: **Voting.** Each member of the Association shall be entitled to one vote on any matter properly coming before any annual or special meeting of the membership.

Section 3.4 **Application for membership** shall be submitted in writing or by e-mail and shall be accompanied by dues for the fiscal year as may be required. The President shall refer all applications for membership to the Board of Directors, which shall determine the applicant's eligibility for membership. The President shall notify the applicant of acceptance or rejection. If the vote of the Board of Directors is favorable, the applicant shall become a member of the Association. Applicants agree to abide by the NPFDA Code of Ethics. The Board reserves the right to refuse membership when deemed necessary and without explanation to the applicant. Any rejected company may request a written explanation for the rejection from The President. The President shall prepare an explanation notice and have it approved by the Executive Committee prior to sending it to the rejected company. The rejected company may challenge the rejection by submitting a letter of petition to the Board of Directors. The Board of Directors shall vote on approval of the rejected company after reviewing the letter of petition. The results of this second vote shall be conveyed to the rejected company via email from The President.

**ARTICLE IV
Board of Directors**

Section 4.1: The management of the affairs of the Association shall be vested in a Board of Directors, which shall consist of the elected officers of the Association (who shall be members of the Board by virtue of their office) and not less than ten (10) members of the Board and not more than twenty five (25) members of the board at one time. Two members at large shall be elected from each of the following geographic areas:

- (a) Eastern Seaboard: Pennsylvania, West Virginia, Vermont and all states touching the eastern seaboard running south from Maine to and including Virginia.
- (b) South: All states south of Ohio, Indiana, Illinois, Virginia, Kansas, Iowa and East of and including Missouri, Arkansas and Louisiana.
- (c) Midwest: The Dakotas, Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Nebraska, Ohio and Wisconsin.
- (d) West: All other states.

If insufficient or qualified members from any of these geographical areas are not available, this requirement may be waived. Directors of the Association are nominated by the membership, selected by the nominating committee and approved by the current board of directors. In case of death, resignation or incapacity to act as a member-at-large, the Board of Directors shall appoint a successor member-at-large.

Section 4.2: Only one representative of a member may serve on the Board of Directors at the same time. The term for any representative shall be not more than two (2) years and no representative may serve more than two (2) consecutive two (2) year terms.

Section 4.3: All members of the Board of Directors or their designee are required to attend meetings and organization functions. If a Board Member misses two (2) consecutive Board meetings without assigning voting duties to a designee from the member company, the Board member will be required to step down from the Board. Some absences may be waived due to extenuating circumstances if approved by simple majority vote from the Board. Any Board Member who resigns from the Board will be replaced by a successor-at-large as appointed by the Board at any time during the year.

Section 4.4: The Association shall not compensate any members of the Board of Directors for any expenses related to serving on The Board of Directors.

Section 4.5: Each president, officer, committee member, employee and other agent of the Association shall be held harmless and indemnified by the Association against all claims and liabilities and all costs and expenses including attorney's fees, reasonably incurred or imposed upon such persons in connection with, or resulting from, any action, suit or proceeding—or the settlement or compromise thereof—to which such persons may be made party of by reason of any action taken or omitted by such persons acting in good faith and prudence within the course of acting on behalf of this association. The President will negotiate and recommend Directors and Officers Insurance to the Executive Committee for approval. This coverage shall protect the Board of Directors and The President from liability and legal defense costs associated with the decisions of the Board of Directors.

ARTICLE V **Officers**

Section 5.1: The officers of this Association shall consist of a Chair, a Vice-Chair, Treasurer, Immediate Past Chair and a President. The officers of the Association (except for the President) are nominated by the membership and approved by the board of directors and shall serve one year. The succession shall be the Treasurer becomes the Vice-Chair after his or her one-year term, the Vice-Chair becomes the Chair after his or her one-year term, and the Chair becomes the immediate Past Chair after his or her one-year term. In case of death, resignation or incapacity to act as an officer, the Board of Directors shall appoint a successor for the unexpired term.

Section 5.2: The Chair of the Association shall have authority at his or her discretion to appoint not more than five (5) Regional Vice-Chairs from the membership to serve concurrently with the Chair and to perform such duties and functions as designated by the Chair. Such appointment or appointments shall be reported to the Board and entered upon the minutes.

Section 5.3: The President is a non-voting/ex-officio member except in case of a tie vote on the Executive Committee and the Awards Committee.

ARTICLE VI **Duties of Officers**

Section 6.1: The Chair shall preside at all meetings of the Association and the Board of Directors and of the Executive Committee. The Chair shall perform the duties reposed on him or her by these By-Laws. The Chair shall be an ex-officio member of all committees and shall perform such other duties as the Board of Directors may from time to time direct.

Section 6.2: The Vice-Chair shall perform the duties of the Chair in the absence of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions imposed on the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors. If the Chair becomes vacant the Vice Chair shall be installed as the Chair and be eligible to

serve as the Chair at the beginning of the next full year.

Section 6.3: The Treasurer shall be the custodian of the funds of the Association in one or more depositories to be designated by the Board of Directors. The Treasurer shall coordinate with the Chair and President to invest surplus funds of the Association in such securities as may be approved by the Board of Directors and shall provide information on the securities so purchased to the President. The Treasurer shall have and perform all powers and duties otherwise conferred on him or her by these By-Laws, as well as such other duties as the Board of Directors may assign.

Section 6.4: The Directors may appoint and employ a president. The President may be assigned various duties and responsibilities, including but not limited to: administration of the day to day operation of the affairs of the association; hiring and terminating employees of the Association, executing contracts, notes, checks and/or making other commitments resulting in liability to the Association. The President may represent the Association at functions and meetings, public and private; announce statements, make press releases, and otherwise comment on any existing policies and/or positions of the Association which have been approved by the Executive Committee of the Board. The President shall be the custodian of the records of the Association. He or She shall keep the minutes of the general meetings of the Association, the meetings of the Board of Directors and the meetings of the committees of the Association. The President shall be responsible for keeping the accounts of the Association, and for the collection of dues or other income of the Association, which he or she shall deposit in the name of the Association in such depositories as may be selected by the Board of Directors. The President shall have the power to sign alone checks for payment of the obligations arising from the day to day operations of the Association within reasonable limits set forth in the annually approved budget, but in no event shall the President have the authority to sign alone checks in excess of an amount specified by the Board from time to time and entered into the minutes. The President shall furnish a report to the Treasurer prior to each regular meeting of the Association (or such other times as the Treasurer may request), showing the collection and disbursements, and accounting for all the funds of the Association. The President shall be bonded at the expense of the Association in such amounts as may be fixed from time to time by the Board of Directors. The President shall perform the duties otherwise reposed on him or her by the By-Laws, as well as such other duties as may be assigned to him or her from time to time by the Board of Directors.

ARTICLE VII **Initiation Fees and Dues**

Section 7.1: The annual dues for members of the Association as well as special dues and assessments for specific purposes shall be determined from time to time by the Board of Directors.

ARTICLE VIII **Meetings**

Section 8.1: The annual meeting shall be held at a time and place selected by the President and approved by the Board of Directors.

Section 8.2: Special meetings of the Association may be called by the Board of Directors when they are deemed advisable to transact matters requiring prompt attention, fixing the exact time and place of all such meetings, and providing further that the call for such meetings shall describe the purposes thereof.

Section 8.3: The Chair may call a meeting of the Board of Directors as often as he or she deems necessary with the approval of majority of the Board. Also, the Chair may call a meeting of the Executive Committee as often as he or she deems necessary.

Section 8.4: Notice of the annual meeting and reception of the Association shall be mailed or e-mailed by the President to each member at least three weeks prior to said event, and notice of any special meeting shall be mailed or e-mailed to each member by the President at least ten (10) days in advance of any such meeting.

Section 8.5: A simple majority of the Board of Directors shall constitute a quorum at all meetings. Attendance in person of no less than twenty-five (25) members of the Association shall constitute a

quorum for the transaction or business at any regular or special meeting of the Association.

Section 8.6: Each member may appoint a voting designee in writing or via e-mail to the President. This designee shall be preferably an executive officer of the member, but no less than an employee of the member. Such designation shall remain in effect until removed by the member. Each above member qualified to vote shall be entitled to cast one vote.

Section 8.7: Unless otherwise specifically provided for by these Articles of Association, a majority vote of those present and voting shall be required to carry any proposition.

ARTICLE IX Committees

Section 9.1: There shall be a standing Finance Committee, consisting of the President, the Chair, the Vice-Chair, the Treasurer, the Immediate Past Chair, and two other Past Chairs as selected by the current Chair. The President shall prepare an annual budget, which shall be presented to the Finance Committee prior to the next ensuing fiscal year. The President may make recommendations regarding the budget and any other relevant finances to the Finance Committee. The Finance Committee shall review and may edit the proposed budget. Edits to the proposed budget shall be allowed by a simple majority vote of the Finance Committee. The President shall submit the proposed budget, with the Finance Committee's recommendation, to the Board of Directors for final approval.

Section 9.2: There shall be a nominating committee each year. The Immediate Past Chair shall be the Chairperson of the Nominating committee. The members of the Nominating Committee shall include the President, Immediate Past Chair, Chair, and two other board members as appointed by the Chairperson of the nominating committee. The President shall request nominations from the current Board of Directors, the Past Chairs, and the General Membership for a seat on the Board of Directors, as well as the position of incoming Treasurer. These requests shall be sent via e-mail no later than November 1st. Nominations shall be submitted via e-mail to the President no later than November 30th. The President shall contact the nominees and confirm that each is willing to become a candidate for the position they are nominated for no later than December 5th. Any nominees who decline the nomination will be removed from the ballot by the President. The President shall submit a ballot form via e-mail to the Board of Directors no later than December 10th to vote for the seat of Treasurer and to rank the candidates for the seats on the Board of Directors in order of preference. The Board of Directors will submit the ballots via e-mail to the President no later than December 17th. Any ballots not returned will be deemed a vote with the majority submitted per candidate. The President will determine how many seats are empty and available for the Board of Directors, review the ballot forms submitted, and fill the seats based on the highest number of votes in order per candidate. The Treasurer shall be elected based on the highest number of votes from the Board of Directors. The ballots and results shall be presented to the Nominating Committee for review and verification.

Section 9.3 There shall be an awards committee each year comprised of the Chair and four (4) past Members of the Year appointed by The Chair. The Awards Committee shall request nominations from the Board of Directors as well as the General Membership of the Association and elect annually by simple majority vote of committee the Member of the Year as well as the recipient of the Lifetime Achievement Award. The President shall not have voting rights on the committee unless there is a tie vote. At that point The President shall cast the tie breaking deciding vote.

Section 9.4: There shall be an Executive Committee of five (5) members composed as follows: The Chair, the Vice Chair, the President, the Treasurer, and the immediate Past Chair. The Executive Committee shall, subject to such limitations as may be imposed by resolutions by the Board of Directors, exercise all powers of the Board not specifically prohibited by law, the corporate charter, or these by-laws, subject only to the general direction, approval, and control of the Board. Members of the Executive Committee shall serve until the election and qualification of their successors and the Board, by majority vote, may fill vacancies pursuant to this section thereon until the next Annual Meeting for election of Officers and Executive Committee members. The Chair shall be Chairperson of the Executive Committee and the Committee shall fix its own rules of procedure. A simple majority of the Executive Committee shall constitute a quorum. The President does not have voting rights on this committee unless there is a tie vote on an issue, at which point The President shall cast the tie breaking vote.

Section 9.5: Such other committees as may be deemed necessary to the operation of the Association shall be annually appointed by the Board of Directors. All Board of Directors are required to serve on a committee. The Executive Committee shall appoint Chairpersons to each formed committee.

Section 9.6: The activities of all committees of the Association shall be subject to the direction, control and approval of the Chairperson of the Committee, the President, and the Executive Committee.

ARTICLE X **Termination of Membership**

Section 10.1: The membership of any member of the Association may be suspended for non-payment of dues or assessments. The President shall immediately advise such member in writing or via e-mail of its default and the amount of the arrearage and copy the Executive Committee on all correspondence. The Executive Committee shall agree by simple majority on the length of the suspension. If the member fails to cure his or her default within the suspension period, the Board of Directors shall have the authority to terminate the membership of such member. Membership of any member shall automatically terminate if such member no longer meets the requirements of Article III.

Section 10.2: Any member may resign at any time from the Association by written notice or e-mail to the President, provided that all dues, assessments, or other indebtedness or obligations to the Association due or incurred at the time of such resignation shall have been fully discharged.

Section 10.3: The Board of Directors shall have the authority to terminate the membership of any member of the Association that violates the Association's Code of Ethics, is convicted of a felony, behaves in such a way that jeopardizes the association's mission, or changes its nature of business so as to no longer be an approved classification for membership

ARTICLE XI **Rules**

Section 11.1: The proceedings of all meetings of the Association and of the Board of Directors shall be subject to the parliamentary rules provided for in Robert's Rules of Order.

ARTICLE XII **Fiscal Year**

Section 12.1: The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE XIII **Amendments**

Section 13.1: Any member may call for amending these Articles via email or in writing to the President. A call for amendment must be submitted no less than 30 days prior to the annual meeting. The call for amendment is to be communicated to the Board of Directors and posted to the NPFDA website no less than 25 days prior to the annual meeting. These Articles of Association may be amended by two thirds vote of the members voting. 25 members casting a vote shall constitute a quorum.

Section 13.2: That all Past Chairs of NPFDA are ex-officio members of the Board of Directors of NPFDA. Resolved: That all Past Chairs are urged to attend all NPFDA Board of Directors meetings. All Past Chairs will have voting rights at Board of Directors meetings.

Section 13.3 That only the President can manage investments and make withdrawals from the NPFDA Working Capital Management Account after signed approval of the Vice President and Treasurer.

Section 13.4 The President shall submit a monthly expense report to the Treasurer via email for approval and copy the Executive Committee on the correspondence. The Chair may call a meeting of the President

and Executive Committee, whenever he or she deems necessary, to discuss the financial status of the association. At such meeting, all bank statements, profit and loss statements, and budget vs. actual reports shall be provided by the President to the Executive Committee. This Section 13.7 may be amended, revised, or removed by simple majority vote of the Board of Directors.

Section 13.5 All annual reports and financial statements shall be available by e-mail to NPFDA members upon request.