

**BYLAWS  
OF  
THE NORTH DAKOTA DIVISION OF  
MIDWEST DAIRY ASSOCIATION**

As Amended December 7, 2021

**ARTICLE I  
Members**

**Section 1. Qualification for Membership.** Any investing member (i.e., contributing to dairy checkoff and/or ownership of dairy cows within the state of North Dakota producing milk for commercial use) of Midwest Dairy Association (the "Corporation") that is resident in North Dakota shall be a member of the North Dakota Division (the "Division"). Member may appoint a representative who resides in North Dakota and plays an active role in the Member's dairy operation.

**Section 2. Voting Rights.** The voting rights of the members or representatives shall be limited to the election of the board of directors of the Division (the "Division Board of Directors") as further provided in these Division Bylaws.

**ARTICLE II  
Local Organization**

**Section 1. Establishment of Districts.** The State of North Dakota will be divided into three (3) districts (the "Districts") for the purpose of electing the five Elected Directors (one (1) per district and two (2) at large) to the Division Board of Directors, as defined and described more specifically below in Article III, Section 3.

The boundaries of the Districts and the assignment of each member of the Division to a particular District may be revised by the Division Board of Directors, in a manner that the Division Board of Directors believes to be fair and equitable, whenever the Division Board of Directors believes that such a revision is in the best interests of the Division.

**Section 2. Annual District Meeting.** Each District may hold an annual meeting of the members of the Division residing in the geographic area of such district. The annual meetings of the Districts may be combined. A member shall have one (1) vote and may participate and vote in only one district meeting during the same year. Voting by proxy shall not be permitted. If an annual district meeting is held, notice of the annual district meeting shall be given to the members by (i) publishing notice of the meeting in a magazine, periodical or other publication of the Division that is regularly published by or on behalf of the Division and is circulated generally among North Dakota dairy producers, or (ii) such other fair and reasonable method as may be determined by the Division Board of Directors. Such notice shall be published so as to provide members with at least ten (10) days advance notice of the district meeting.

**Section 3. District Directors.** Each District shall be managed by a board of directors of at least three (3) directors to be elected by the members affiliated with that District at the annual meeting. District directors shall be elected for a term of three (3) years, which terms shall be staggered so that

approximately an equal number of terms expire each year and shall serve until their successors have been elected and qualified. In the event that a member no longer meets the membership requirements, with board approval the member may still finish serving the balance of their term.

**Section 4. Election of District Officers.** At its annual district meeting, the district board of directors shall select the following officers: chair, vice chair, secretary, and treasurer. The offices of secretary and treasurer may be combined. The chair and vice chair must be members of the district board of directors. The secretary and treasurer need not be members of the Division. District Officers shall serve for a term of three (3) years, which terms shall be staggered, and serve and until their respective successors have been elected and qualified.

**Section 5. District Board Meetings.** A meeting of the district board of directors may be called by the chair or the secretary upon at least twenty-four (24) hours advance notice given in person or by telephone. Meetings shall be conducted in a manner consistent with the provisions of Sections 5 through 8 of Article IV of these Division Bylaws. A local organization shall conduct its business and procedures as may be established from time to time by the Division Board of Directors.

**Section 6. Vacancies.** If a District Director or District Officer position becomes vacant for any reason before the expiration of its term, then the remaining District Directors may fill the vacancy for the remainder of the term.

### **ARTICLE III** **Division Board of Directors**

**Section 1. General Powers.** The general governance, management and direction of the Division shall be vested in the Division Board of Directors, which shall be authorized to exercise all powers of the Division except as limited by law, the Articles of Incorporation or Bylaws of the Corporation or these Division Bylaws.

**Section 2. Number.** The Division Board of Directors will consist of the number of directors with voting rights (dairy producers) as determined in Article II, Section 3, plus the ex-officio directors without voting rights described in Article III, Section 8.

**Section 3. Election/Term.** The Division Board of Directors shall be made up of:

- (a) **Elected Directors.** The directors elected by the Division members (“Elected Directors”) shall be elected and serve in the manner described below:
  - (i) The Division members assigned to each District (Article II, Section 1 above) shall be entitled to elect one (1) director per District, for a total of three (3) Elected Directors. An additional two (2) directors will be elected at-large based on defined districts within the state of North Dakota.

- (ii) The Division Board of Directors will determine the process/guidelines for the elections process for the Elected Directors, including, but not limited to, identifying Division members for the ballot.
  - (iii) A ballot will be provided to all Division members within each of the Districts or state wide for At Large according to methods and procedures determined by the Division Board of Directors. The balloting method may include mail or electronic ballots as long as procedures are established to ensure that all members have the ability to vote, and mail or electronic ballots are properly authenticated.
  - (iv) Elected Directors will serve for a term of three (3) years. The terms shall be staggered so that approximately an equal number of terms expire each year and shall serve until their successors have been elected and qualified. Terms shall be staggered so that no more than 3 directors are elected in one year.
  - (v) Each Elected Director will be ratified by the Division Board of Directors at its Annual Meeting.
- (b) **NDDPC-Affiliated Directors.** The directors serving on NDDPC (the “NDDPC-Affiliated Directors”) shall also serve on the Division Board of Directors for as long as such NDDPC-affiliated directors serve as directors of NDDPC. Dairy producers will serve as voting members; those holding the processor position and ex-officio positions on NDDPC shall serve as ex-officio (non-voting) members on the North Dakota Division Board.
- (c) **At-Large Directors.** The number of Elected Directors and NDDPC-Affiliated Directors with voting rights may, in some cases, be fewer than the total number of directors with voting rights desired for the Division Board of Directors. Under those circumstances, the Division Board of Directors may appoint up to four (4) additional directors (dairy producers) with voting rights. The At-Large Directors may reside in any District with no District having more than four (4) directors between elected and at-large status. Each At-Large Director will serve for a term of three (3) years, and the terms will be staggered so that term of only one At-Large Director expires each year. Each At-Large Director will be ratified by the Division Board of Directors at its Annual Meeting.

**Section 4. Qualifications.** Each director described above in Article III, Section 3 shall be a member of, or a representative of a member of, the Division. In the event that a member no longer meets the membership requirements, with board approval the member, if he/she wishes to continue, may still finish serving the balance of their term.

**Section 5. Vacancies.** In case of any vacancy in the Division Board of Directors caused by death, resignation or otherwise, the remaining Division directors, even though less than the quorum, by an affirmative vote of a majority thereof may elect or appoint, an eligible successor or successors to fill such vacancy or vacancies, to hold office for the remainder of the term of the director being replaced, and until such replaced director’s successor is elected by the District entitled to elect such director.

**Section 6. Removal of Directors.** Any one or more of the Division directors may be removed from the Division Board of Directors by the Division directors in the event such director(s) becomes ineligible to serve as a Division director. In addition, any Division director may be removed by the group which elected, appointed, or chose that Division director.

**Section 7. Resignation of Directors.** A director may resign at any time by giving written notice to the Division Board of Directors. Such resignation shall be effective upon delivery of the notice to any officer of the Corporation unless a later effective date is specified in the notice.

**Section 8. Ex Officio Directors.** North Dakota's representative on the National Dairy Board, together with the non-dairy farmer members of the North Dakota Dairy Promotion Commission, shall serve as non-voting ex officio members of the Division Board of Directors.

#### **ARTICLE IV** **Meetings of the Division Board of Directors**

**Section 1. Annual Meetings.** An annual meeting of the Division Board of Directors shall be held during the month of March or April for the purpose of ratifying Elected Directors, electing officers and transacting of such business as may properly come before the meeting; provided, however, that no business with respect to which special notice is required by law shall be transacted at an annual meeting unless such notice shall have been given.

**Section 2. Regular Meetings.** The regular meetings of the Division Board of Directors shall be held at least two (2) times per year at such time and place as may be designated by the Division Board of Directors.

**Section 3. Special Meetings.** Special meetings of the Division Board of Directors may be called by any officer or any one-third (1/3) of all of the directors with voting rights. Such meetings shall be held at the principal place of business of the Division unless otherwise stated in the notice.

**Section 4. Notice of Meetings.** Written notice of each meeting of the Division Board of Directors for which written notice is required, and of each annual meeting, stating the time, place and in the case of a special meeting, the purpose thereof, shall be mailed to each Division Director, postage prepaid, not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting (or sent by a form of electronic communication, including e-mail, reasonably expected to result in actual notice to the member.) Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

**Section 5. Quorum; Voting.** The presence of a majority of the members of the Division Board of Directors with voting rights shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may act as a committee of the whole or adjourn the meeting from time to time until a quorum is present. At all meetings of the Division Board of Directors, each director (with voting rights) shall be entitled to cast one (1) vote on any question

coming before the meeting. Ex-officio members of the Division Board of Directors shall not have voting rights.

A majority vote of the directors (with voting rights) present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. Directors may not vote by proxy at a meeting of the Division Board of Directors. A director who is present at a meeting of the Division Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

**Section 6. Adjourned Meetings.** When a meeting of the Division Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

**Section 7. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Division Board of Directors may be taken without a meeting by written action signed by all directors with voting rights. The written action shall be effective when signed by the required number of directors, unless a different effective date is provided in the written action.

**Section 8. Meetings by Telephone or Other Similar Communications Equipment.** Directors may participate in a meeting of the Division Board of Directors (or committee appointed thereby) by means of a telephonic conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

**Section 9. Compensation.** Members of the Division Board of Directors shall be paid a per diem and shall be reimbursed for certain expenses in such amounts as shall be fixed by resolution of the Board of Directors of the Corporation.

## **ARTICLE V** **Committees**

**Section 1. Appointment and Authority.** From time to time the Division Board of Directors may create such committees as it may see fit and may designate the duties and powers of such committees; provided, however, that no such committee shall be given authority to amend these Division Bylaws. Each committee shall be subject to the control and direction of the Division Board of Directors.

**Section 2. Membership.** Members of committees need not be Division directors. The Chair shall appoint members of committees subject to the approval of the Division Board of Directors.

**Section 3. Reports.** Each such committee shall submit to the Division Board of Directors at such meeting(s) as the Division Board of Directors may designate, a report of the actions and recommendations of such committees, for consideration and approval by the Division Board of Directors.

## **ARTICLE VI**

### **Officers**

**Section 1.     Designation and Tenure.** The Division Board of Directors at its annual meeting shall elect by and from its number, a Chair, a Vice Chair, a Secretary and a Treasurer. The term of office of such officers shall be one year and until their respective successors are chosen and qualified. The Division Board of Directors shall have the power to appoint such other officers as it may deem necessary to transact the business of the Division or to achieve any of its corporate purposes.

**Section 2.     Chair.** The Chair shall preside at all meetings of the Division Board of Directors. The Chair may execute on behalf of the Division instruments which may be required or authorized by the Division Board of Directors. The Chair shall be an ex-officio member of all committees of the Corporation and shall perform such other duties as are usually incident to the office of Chair. The Chair serves as a voting member of the North Dakota Dairy Promotion Commission Board of Directors.

**Section 3.     Vice Chair.** The Vice Chair shall perform the duties of the Chair in case of the latter's absence or disability. The execution by the Vice Chair on behalf of the Division of any instrument shall have the same force and effect as if it were executed on behalf of the Division by the Chair.

**Section 4.     Secretary.** The Secretary shall keep accurate minutes of all meetings and shall be custodian of the records, documents and papers of the Division. The Secretary shall provide for the keeping of proper records of all transactions of the Division and shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. The Secretary shall also perform such other duties as may be assigned from time to time by the Division Board of Directors or Chair.

**Section 5.     Treasurer.** The Treasurer shall be responsible for safeguarding any assets under the control of the Division. The Treasurer shall communicate financial activities of the Division to the Division Board of Directors at its annual meeting and shall from time to time make such other reports to the Division Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned from time to time by the Division Board of Directors or Chair.

**Section 6.     Special Powers; Delegation of Authority.** Any officer may be vested by the Division Board of Directors with any power and charged with any duty not contrary to law or inconsistent with the Corporation's Articles of Incorporation or Bylaws or these Division Bylaws. Upon approval by the Division Board of Directors, any officer may delegate some or all of the duties or powers of such office to other persons, unless prohibited by the Corporation's Articles of Incorporation or Bylaws or these Division Bylaws.

**Section 7.     Resignation.** An officer may resign by giving written notice to the Division Board of Directors. Such resignation shall be effective upon delivery of the notice to any officer of the Division unless a later effective date is specified in the notice.

**Section 8.     Removal.** An officer may be removed, with or without cause, by resolution of the Division Board of Directors.

**ARTICLE VII**  
**Personnel**

**Section 1. Chief Executive Officer.** The daily affairs of the Division shall be managed and administered by the Chief Executive Officer of the Corporation.

**Section 2. Other Employees.** The Chief Executive Officer of the Corporation shall provide and direct such personnel as may be needed to carry out the affairs of the Division.

**ARTICLE VIII**  
**Miscellaneous**

**Section 1. Fiscal Year.** The fiscal year of the Division shall commence January 1 and end December 31 of each year.

**Section 2 Roberts Rules.** Roberts Rules of Order shall control the conduct of all meetings held pursuant to these Bylaws, so long as there is no conflict between these Bylaws and Roberts Rules. In the event of a conflict, the provisions of these Bylaws shall control.

**ARTICLE IX**  
**Amendment**

These Bylaws may be amended by affirmative vote of a majority of the members of the Division Board of Directors (with voting rights) present at any meeting of the Division Board of Directors duly called and held for such purpose.