

NATIONAL MASTITIS COUNCIL, INC.

BYLAWS

As Amended, January 2007

ARTICLE I. Name and Location

Section 1. The name of this organization is The National Mastitis Council, Inc., doing business as "NMC".

Section 2. Its principle place of business will be determined by action of the Board of Directors.

ARTICLE II. Members

Section 1. Membership is open to persons, companies, associations, foundations, and organizations interested in the dairy industry and its allied and affiliated industries.

Section 2. There will be four categories of membership with dues and benefits determined by the Board of Directors:

Premier: Premier membership is open to any company, cooperative, association, foundation or organization that makes a contribution in excess of an amount to be determined by the Board of Directors. Premier members shall receive value in membership to be determined by the Board of Directors.

Sustaining: Affiliate membership is open to any company, cooperative, association, foundation or organization that makes a contribution in excess of an amount to be determined by the Board of Directors, but less than that required for Premier status. Sustaining members shall receive value in membership to be determined by the Board of Directors.

Individual: Any interested person may join as an individual member.

Student: Any registered student may join if proof of studentship is provided.

Section 3. Each membership in the NMC will be renewable annually. Renewal notices will be sent to all members annually.

Section 4. To be a member in good standing, dues must be paid annually by the date notified on the renewal notice.

Section 5. Only members in good standing will receive all benefits approved by the Board of Directors as designated under the NMC Membership Policy.

Section 6. Application for membership must be made using the form provided, accompanied by a fee to be determined by the Board of Directors.

Section 7. Each Premier or Sustaining member must designate the person(s) who (are) to be the official representative(s) of such member.

Section 8. A particular membership in any category may be terminated by the Board of Directors for just cause with pro-rata refund of dues for the remainder of the year authorized, if a refund is requested in writing by the terminated member.

ARTICLE III. Membership Meetings

Section 1. Annual Meeting. An annual meeting of the members will be held on any business day in the first quarter of each calendar year for the purpose of electing members of a Board of Directors, and for the transaction of such business as may properly come before the meeting.

Section 2. Special Meetings. A special meeting of the members may be called by the President, or by a majority of the Board of Directors or upon written request of 2% of members in good standing. The President will call a special meeting for the purpose and within such time as shall be set forth in the written request.

Section 3. Place of Meetings. The Board of Directors may designate any place as the place of meeting for any annual or special meeting of the members.

Section 4. Notice of Meetings. A written, printed or electronic notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, must be delivered not less than ten days prior to the date of said meeting to each member entitled to vote at such meeting.

Section 5. Quorum. Twenty-five individual members in good standing represented in person will constitute a quorum for the transaction of business at any meeting of the members.

Section 6. Voting. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Each member may vote either in person or by proxy executed in writing by the member or by a duly authorized attorney in fact. Such proxy must be filed with the Secretary before or at the time of the meeting.

ARTICLE IV. Directors

Section 1. A Board of Directors will have charge of the business, property, and affairs of the National Mastitis Council, Inc. including approving a budget which enables the Council to conduct business.

Section 2. Qualifications. A Director must be an active individual member in good standing.

Section 3. Number and Term. The elected Directors will consist of not fewer than seven and not more than fifteen duly elected members, each of whom shall be elected for a term of three years. One-third of the elected Directors, as nearly as possible, will be elected each year at the annual meeting. (Any elected Director who has served two consecutive three-year terms will not be eligible for reelection for one year unless the individual is nominated as an officer - in which case this requirement will be waived.)

Section 4. Advisory Members. At the discretion of the Board of Directors, advisory members who have been duly appointed as NMC representatives of appropriate organizations may be invited to participate as non-voting members of the Board of Directors on a yearly basis.

Section 5. Vacancies. Vacancies occurring between the annual meeting caused by resignation, death or otherwise of members of the Board of Directors, will be filled by co-option agreed by the Board of Directors. Any person so co-opted will serve until the next annual meeting at which time the Nominating Committee will recommend an individual to serve the remainder of the term in the usual manner.

Section 6. Meeting, Notice, and Quorum. A regular meeting of the Directors will be held immediately following the annual meeting of members. No notice other than the notice of the annual meeting of members is required. Other regular meetings of the Directors may be held at any time during the year upon the call of the Executive Committee.

No fewer than one-third of the elected Directors will constitute a quorum for the transaction of business. If a quorum is present at the opening of any meeting, it will be conclusively presumed to continue unless the question of the existence of a quorum is specifically raised and the lack of quorum specifically recorded in the minutes of the meeting.

Section 7. Powers and Authorities. The Board of Directors may create and dissolve committees, and designate duties and authorities to such committees as it deems necessary. The Board of Directors will appoint the chair of each committee and approve committee membership. The Board of Directors may establish task forces; the chair and membership of such shall be appointed by the President. When necessary the Board of Directors may transact business by electronic communication between scheduled meetings according to agreed operating procedures.

ARTICLE V. Officers

Section 1. Designation and Term. The officers of the organization will be: President, First Vice President, Second Vice President, Secretary, Treasurer and Executive Director. The President, First Vice President, Secretary and Treasurer will be elected at the annual meeting of the members from among the Directors and will hold office until the next annual meeting or until successors are duly elected. The offices of Secretary and Treasurer may be held by a single individual or held separately by two individuals.

The Second Vice President may be any member in good standing.

Section 2. Powers and Duties of the President. The President will chair the Board of Directors and perform such duties as may be prescribed by an Executive Committee or the Board of Directors from time to time and have such authority which, by usual and common acceptance, is possessed by a President.

Section 3. Powers and Duties of the First Vice President. The First Vice President will perform such duties as may be prescribed by the President or the Board of Directors from time to time and have such authority which, by usual and common acceptance, is possessed by a vice president. Further, the First Vice President will automatically chair the Annual Meeting Committee. The First Vice President will automatically "assume" the duties of the President in the event of the absence or incapacity of the President. The following year the First Vice President will succeed to the Presidency and be installed at the annual meeting.

Section 4. Powers and Duties of the Second Vice President. The Second Vice President will perform such duties as may be prescribed by the President or the Board of Directors from time to time and have such authority which, by usual and common acceptance, is possessed by a vice president. The Second Vice President will automatically "assume" the duties of the First Vice President in the event of the absence or incapacity of the First Vice President. The following year the Second Vice President will succeed to the First Vice Presidency and be installed at the annual meeting.

Section 5. Powers and duties of the Treasurer. The powers and duties of the Treasurer will be such as those usually pertaining to the office of Treasurer including overseeing the financial management of the National Mastitis Council, Inc. as specified in the Fiscal Standard Operating Procedure approved by the Board of Directors.

Section 6. Powers and Duties of the Secretary. The powers and duties of the Secretary will be those usually pertaining to the office of Secretary or assigned by the President or the Board of Directors. The Secretary will ensure that notice required by these bylaws is given.

Section 7. Powers and Duties of the Executive Director. The Executive Director shall be a full time employee of the Council, serving as the chief administrative officer, performing all duties necessary to conduct business to ensure normal operations of the National Mastitis Council, Inc. The Executive Director will serve as an *ex officio* member of the Board of Directors and Executive Committee without vote and will not be counted in determining the total number of authorized Directors.

ARTICLE VI. Executive Committee

Section 1. Number and Term. The Executive Committee will consist of the immediate Past President, President, First Vice President, Second Vice President, and the Executive Director (*ex officio*). The President of the Council will chair the Executive Committee.

Section 2 Duties and Powers. The Executive Committee may act in place and instead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these bylaws.

Section 3 Meetings, Notice and Quorums. Meetings of the Executive Committee shall be held at the call of the President or the Executive Director. An electronic forum may be appropriate. A quorum will be a simple majority.

ARTICLE VII. Business Committees

Section 1. Scope. The Board of Directors may delegate business activities to an Administrative or Standing Committee as necessary. Committees will function according to defined operating procedures.

Section 2. Composition. Each committee will comprised a chairperson, a vice chairperson and committee members. Committee membership is open to all members in good standing.

Section 2. Chairperson. The Committee Chairperson will be appointed by the Board of Directors and serve a three-year term, with possible reappointment for one additional three-year term. After serving two consecutive three-year terms, a chairperson may be reappointed only following a three-year absence. Committee Chairpersons are responsible for directing committee activity and fulfilling the committee's mission.

Section 3. Vice Chairperson. The Vice Chairperson will be appointed by the Committee Chair and serves a one-year term, with possible reappointment. The Vice Chairperson is responsible for committee activity in the absence of the Chairperson.

Section 4. Members. Committee membership is approved by the Board of Directors. Committee members will serve one three-year term with possible reappointment. After serving two consecutive terms a member may be reappointed only after an absence of one year. Committee size will be determined by the Committee Chair with approval by the Board of Directors and will not exceed 21 members. Individuals may not serve on more than two standing committees at one time. Members of the Board of Directors may attend any committee with membership rights.

ARTICLE VIII. Nominating Committee

Section 1. A Nominating Committee will be appointed from the membership and approved by the Board of Directors not later than six months prior to the annual meeting. The Past President once removed will chair this committee.

The Nominating Committee will contain not fewer than five and not more than seven members. The term will be one year. The duties of the Nominating Committee include:

- (a) Presenting a list of nominees for the Board of Directors to the annual meeting of members for action.
- (b) Presenting a list of nominees for officers to the Board of Directors annual meeting. The Committee should make every effort to select the nominee for second Vice President in alternate years from each of the two following categories:

(1) Industry (producing, processing, supplying, or practicing veterinarian).

(2) Research and Public Service (university, federal, state or local government).

ARTICLE IX. Amendments

Section 1. Procedure. These Bylaws may be amended at any meeting of the Board of Directors by a vote of two-thirds of the Directors present and constituting a quorum, provided that a notice containing a copy of the proposed amendment(s) has been sent to each Director at least ten days prior to the meeting at which such amendment is to be considered.

ARTICLE X. Surety Bonds and Indemnification

Section 1. Premiums. The premium on all surety bonds covering the officers or employees, as required by the Board of Directors, shall be paid by the organization.

Section 2. Indemnification of Officer and Directors. The NMC will indemnify any and all of its Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of settlement of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or a Director, Officers or an Officer of the Council, except in relation to matters as to which any such Director or Officer or former Director or former Officer will be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty.

ARTICLE XI. Parliamentary Procedure

Section 1. Rules. All questions of parliamentary procedure at the various meetings of the organization shall be governed by Roberts' Rules of Order, Revised.

ARTICLE XII. Fiscal Year

Section 1. The fiscal year of the National Mastitis Council, Inc., shall be October 1 through September 30.