

**BYLAWS OF  
UNITED DAIRY INDUSTRY ASSOCIATION, INC.**

**ARTICLE I – NAME AND PRINCIPAL OFFICE**

The name of the organization (the “Association”) shall be UNITED DAIRY INDUSTRY ASSOCIATION, incorporated under the General Not For Profit Corporation Act of the State of Illinois (the "Act"). The principal office of the Association shall be located in the State of Illinois. Other offices may be established at such other places as the Board of Directors may determine.

**ARTICLE II – PURPOSES**

The purposes of the Association are as set forth in its Articles of Incorporation (the “Articles”), as from time to time amended. Namely, to promote the U.S. dairy industry and improve business conditions therein by serving as an entity through which state and regional organizations representing producers of milk and milk products may jointly plan, develop, implement and fund programs and activities; and to carry out such administrative, financial, management, and other functions as are necessary and appropriate for the accomplishment of such purposes, provided, however, that the Association is intended to qualify for exemption from federal income tax as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced in the future (the “Code”), and its operations shall in all events conform with the requirements of Section 501(c)(6) of the Code.

**ARTICLE III – MEMBERS**

**Section 1. Qualifications.** The members of the Association (also referred to as “SR Members”) shall consist of state and regional organizations representing producers of milk and milk products in accordance with any eligibility standards or membership procedures that may be adopted by the Board of Directors. SR Members shall be entitled to representation on the Board of Directors as provided in these Bylaws. No organization shall hold more than one membership.

**Section 2. Termination.** An SR Member shall have the right to terminate its membership by giving written notice to the Association prior to or during the month of September of any year. Such notice shall be deemed effective on December 31 of the following year. An SR Member which has failed to pay its dues or assessments may have its membership terminated without notice or the opportunity to be heard at the discretion of and upon such terms and conditions as the Board of Directors may determine. An SR Member may also have its membership terminated by the Board of Directors for cause, provided, however, that such SR Member shall be given reasonable notice and an opportunity to be heard prior to termination.

**Section 3. Financial Obligations.** The SR Members shall be responsible for providing funds to the Association to support the programs and activities of the Association through dues or assessments, as may be determined by the Board of Directors from time to time. Any termination of membership pursuant to these Bylaws shall not relieve the terminating or terminated SR Member of any of its financial obligations to the Association. Following the effective date of termination thereof, the SR Member must cease collection of all dues or assessments on behalf of the Association, except where such amounts, if any, are due the Association.

**Section 4. Powers.** Any action required by the Act or the Articles to be taken by the SR Members shall be taken by the Board of Directors and any power granted by the Act or the Articles to the SR Members shall be granted to the Board of Directors. Unless otherwise provided by these Bylaws or the laws of the State of Illinois, a majority vote of the Board of Directors at a meeting at which a quorum is present shall be required to approve any action of the SR Members.

## ARTICLE IV – BOARD OF DIRECTORS

**Section 1. General Powers.** The administration of the affairs of the Association shall be managed by its Board of Directors.

**Section 2. Number and Qualifications and Method of Selection.** The Board of Directors shall consist of not more than 50 individuals representing producers. Directors shall be elected directly by SR Member boards of directors in accordance with an allocation formula approved annually by the Board of Directors. The formula for allocating board seats is set forth in Exhibit I (“Board Seat Allocation Formula”). A director's eligibility to serve on the board shall be determined by the respective SR Member's election and vacancy criteria for its directors. Directors designated by a new SR Member that joins the Association in the period between annual meetings shall serve in addition to the number of directors approved for that year by the Board of Directors, and may exceed the limitation imposed by these Bylaws until the next annual meeting. Any director may be removed at any time by the board of directors of the SR Member that appointed the director. Directors may resign by providing notice to the Chair.

**Section 3. Term of Office.** Each director shall serve for a term of one year and until a successor shall have been elected. The term shall commence at the first meeting of the newly elected Board of Directors and shall expire upon the seating of the new Board of Directors at the next annual meeting. Nothing in these Bylaws shall prescribe the number of successive terms that a director may serve.

**Section 4. Voting Rights.** Each director shall have only one vote to be cast in person. Proxy voting is not permitted. Unless otherwise provided by these Bylaws or the laws of the State of Illinois, a majority vote of the Board of Directors at which a quorum is present shall be required to approve any action of the Board of Directors.

**Section 5. Annual and Regular Meetings.** The Board of Directors shall convene an annual meeting and hold such other meetings within or without the State of Illinois, upon reasonable notice at such time and place as the Chair or the Board of Directors may determine. At the annual meeting, the Board of Directors shall seek input from, and provide an annual report to, the Membership Delegation, which shall consist of the members of the boards of directors of the SR Members. Notice of any meeting may be waived in writing before or after the time of the meeting, and the attendance of a director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, unless such director attends the meeting for the express purpose of objecting to the transaction of any business at the meeting because the meeting has not been lawfully called or convened.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by the Chair or at the request of 10 directors. Notice of any special meeting or any meeting to consider the removal of one or more directors, or the merger, consolidation, dissolution or sale, lease or exchange of assets shall be given at least 20 days but no more than 60 days prior thereto, and the notice shall include the purpose of the meeting, and the place, date and hour of the meeting. Notice of any special meeting may be waived in writing before or after the time of the meeting, and the attendance of a director at a meeting shall constitute a waiver of notice of such meeting, unless such director attends the meeting for the express purpose of objecting to the transaction of any business at the meeting because the meeting has not been lawfully called or convened.

**Section 7. Quorum.** At any meeting of the Board of Directors, a majority of the Board of Directors then in office and present at the call of the roll shall constitute a quorum. If a quorum is not present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting from time to time without further notice until such time as a quorum is present.

**Section 8. Vacancies.** A vacancy on the Board of Directors for any reason shall be filled by the SR Member from which the vacancy occurred.

**Section 9. Expenses.** Directors may be reimbursed by the Association for expenses and/or by a per diem allowance for attendance at meetings of the Board of Directors. The Board of Directors shall also be authorized to provide reasonable reimbursement or compensation for officers and other committee members acting in connection with the performance of official duties on behalf of the Association. Such amounts shall be established by the Board of Directors as it deems necessary or appropriate.

## ARTICLE V – OFFICERS

**Section 1. Elected Officers and Term of Office.** The elected officers of the Association shall be a Chair, a First Vice Chair, and Second Vice Chair, a Secretary and a Treasurer. The officers shall be elected by and from the Board of Directors and shall serve for a one-year term and until their successors shall have been elected. Nothing in these Bylaws shall prescribe the number of successive terms that an officer may serve. A vacancy in any office for any reason may be filled by the Board of Directors for the unexpired term.

**Section 2. Chair.** The Chair shall preside over all meetings of the Association and the Board of Directors and shall call all meetings thereof. The Chair shall perform all duties incident to those of a presiding officer and such other duties as may be prescribed from time to time by the Board of Directors.

**Section 3. Vice Chairs.** The Vice Chairs shall perform such duties as may be assigned to them by the Chair or the Board of Directors. The First Vice Chair shall, in the event of inability or refusal to act of the Chair, perform the duties of the Chair. The Second Vice Chair shall serve as Chair of the National Dairy Council.

**Section 4. Secretary.** The Secretary shall keep the minutes and other permanent records of the Association providing an accurate record of each meeting of the Board of Directors and make all reports required of this office by these Bylaws or the laws of the State of Illinois. The Secretary shall perform such other duties as may be prescribed from time to time by the Chair or the Board of Directors. The Secretary may delegate duties to a staff member as necessary.

**Section 5. Treasurer.** The Treasurer shall have custody and general supervision over all of the funds of the Association; deposit such funds in such banks, trust companies, or other depositories authorized by the Board of Directors; make all reports pertinent thereto as required by these Bylaws or the laws of the State of Illinois; and assist in preparation of the annual budget of the Association. The Treasurer shall perform such other duties as may be prescribed from time to time by the Chair or the Board of Directors. The Treasurer may delegate duties to a staff member as necessary.

**Section 6. Chief Executive Officer.** The Chief Executive Officer of Dairy Management, Inc. shall serve as the Chief Executive Officer of the Association. The Chief Executive Officer shall be responsible for carrying out the policies and directives of the Board of Directors as the Board may from time to time determine.

**Section 7. Assistant Secretaries/Assistant Treasurers.** The Board of Directors may appoint Assistant Secretaries and Assistant Treasurers, and other officers, as the Board of Directors may deem necessary or appropriate. The Assistant Secretaries and Assistant Treasurers shall perform such duties prescribed from time to time by the Secretary and Treasurer, respectively, or by the Chair or the Board of Directors. Such officers need not be directors.

## ARTICLE VI – COMMITTEES

**Section 1. Executive Committee.** The Executive Committee shall consist of the Chair of the Association and the Chair of each SR Member's board of directors. The Executive Committee shall act as a body to review plans, programs and budgets and to counsel the Chief Executive Officer in program planning and implementation as prescribed by the Board of Directors. The Executive Committee shall have authority to act on behalf of the Board of Directors only where the Board of Directors has delegated to it such authority. The Executive Committee shall meet at least once annually and as it may from time to time determine or at the call of the Chair; and upon such notice as it may from time to time determine, or as may be fixed by the Chair.

**Section 2. Other Committees.** The Board of Directors shall have the authority to establish such other committees, including Advisory Committees, as it may from time to time determine necessary or appropriate and to define the objectives and purposes of such other committees and the qualifications and manner of appointment of the members of such other committees. One member of each committee shall be appointed to serve as Chair of the committee by the Chair of the Board of Directors. A vacancy in any committee for any reason may be filled in the same manner as that of original appointments to the committee. Unless otherwise provided by resolution of the Board of Directors, in designating a committee, a majority of the members of the committee shall constitute a quorum. The act of the majority of the committee at which a quorum is present shall be the act of the committee.

## ARTICLE VII – FINANCES

**Section 1. Funds.** The Association shall obtain the funds necessary from its SR Members to conduct its business; provided, however, that nothing herein contained shall prevent the Association or its SR Members, officers, directors, employees, or agents from accepting, subject to approval of the Board of Directors, any gift, grant, contribution, or other allocation of funds for the general purposes or for any special purpose of the Association.

**Section 2. Budget.** An annual total unified budget of the Association shall be prepared for submission to and approval by the Board of Directors annually.

**Section 3. Unified Budget.** An SR Member's expenditures in support of the national/state association annual plan shall include all expenditures deemed by the Association to support or implement the goals, strategies or programs included in such annual plan and which are consistent with the SR Member's agreement with the Association.

**Section 4. Audit.** The books and accounts of the Association shall be audited each fiscal year by certified public accountants who shall report thereon in writing to the Board of Directors. The Board of Directors may authorize such further audits of the books and records of the Association as it deems necessary or appropriate.

## ARTICLE VIII – MISCELLANEOUS

**Section 1. Corporate Seal.** There shall be an official seal of the Association in such form and design as the Board of Directors may approve.

**Section 2. Parliamentary Procedure.** Except as prescribed by these Bylaws or the laws of the State of Illinois, all actions of the Board of Directors or any of the Committees of the Association shall be governed by rules of parliamentary procedure set forth in the most recent edition of Robert's Rules of Order.

**Section 3. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any legal instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

**Section 4. Confidential Information.** Any SR Member, officer, director, employee, or agent shall maintain any confidential information of the Association disclosed to them in such capacity as an SR Member, officer, director, employee, or agent. Confidential information shall be the sole property of the Association and in no event shall it be disclosed or used by any SR Member, officer, director, employee, or agent without the prior written consent of the Board of Directors.

**Section 5. Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and any of its committees having the authority of the Board of Directors.

**Section 6. Fiscal Year.** The fiscal year of the Association shall commence on January 1 and terminate on December 31 of each year.

**Section 7. Indemnification.** The Association shall indemnify any officer, director, employee, or agent of the Association and the National Dairy Council and protect them from any loss for any action or omission taken in good faith on behalf of either of the foregoing organizations and shall purchase insurance for the purpose of such indemnification.

#### **ARTICLE IX – DISSOLUTION**

The Association may be dissolved by a vote of at least two-thirds of the Board of Directors at a meeting at which a quorum is present, provided that the notice of any meeting for such purpose shall comply with the special meeting notice requirements set forth herein. In the event of dissolution of the Association, its net assets then remaining after provision for payment of all debts, obligations, and liabilities of the Association shall be dedicated and transferred only in such manner as will effectuate the objectives and purposes of the Association, consistent with the provisions of the Internal Revenue Code then governing the Association as a tax exempt association.

#### **ARTICLE X – AMENDMENTS**

These Bylaws and any exhibits hereto shall be reviewed every three years and may be amended, modified, repealed, or new Bylaws adopted by the affirmative vote of at least two-thirds of the Board of Directors at a meeting at which a quorum is present, provided that the notice of any meeting for such purpose shall comply with the special meeting notice requirements set forth herein.

## Exhibit I

Board seat allocation formula:

- Each SR Member is automatically allocated one seat
- 25 additional seats are distributed on a pro-rata basis based on the latest three-year average of the SR Member's Unified Marketing Plan expenses that exceed \$1 million

Bylaws initially adopted on July 15, 1971 and amendments adopted on the following dates:

May 15, 1973  
September 24, 1974  
April 5, 1976  
September 12, 1979  
August 26, 1980  
March 19, 1982  
September 10, 1983  
March 30, 1984  
September 7, 1985  
September 22, 1988  
September 21, 1990  
September 18, 1992  
September 16, 1994  
September 27, 1995  
November 8, 1996  
November 29, 2005

These amended and restated bylaws were adopted on November 13, 2023.