

# AMERICAN FEED INDUSTRY ASSOCIATION

## BYLAWS

*(Revised March 2017)*

### Article I

#### Name

**Section 1.** The name of the association shall be the American Feed Industry Association. This Association shall be incorporated not for profit under the laws of Illinois.

### Article II

#### Objectives and Purposes

**Section 1.** The objectives and purposes of the Association shall be: to provide strong, highly-qualified leadership that represents the best interests of the feed and animal agriculture industries relative to state and federal legislation and regulation; to provide leadership and represent the interests of the feed and animal agriculture industries on food safety, animal nutrition, animal welfare, animal health, equipment, sales and marketing, ingredient purchasing, production, transportation, safety, energy, environment, and other subjects important to members; to provide educational opportunities for employees of member companies concerning management, nutrition, production, marketing, purchasing, environment, safety, animal health, information technology, and other subjects; to keep members informed of issues important to them and provide a forum for member action; to interact with state and federal agencies, agricultural universities, state feed and grain associations, other agricultural associations and groups on subjects important to the feed and animal agriculture industries; and to work to expand global business opportunities of members and foster international demand for industry products, technologies and services.

### Article III

#### Membership

**Section 1. Eligibility.** Eligible for membership in the Association shall be any individual, corporation or other business unit engaged in the production and/or distribution of animal feeds or providing products and/or services to the feed industry.

**Section 2. Voting.** Each member shall be entitled to one vote. Each member shall provide in writing to the Association office the name of a representative to vote and represent the member in the affairs of the Association.

**Section 3. New Members.** Any individual, partnership, corporation, firm or other business unit, including industry trade associations eligible for membership under these Bylaws, upon making written application therefor and upon the payment of required dues as hereinafter provided, may be admitted to membership by the Association's professional staff, subject to ratification by the Board of Directors at its next regularly scheduled meeting.

**Section 4. Duration of Membership and Resignation.** Membership in this Association shall terminate in the case of an individual upon his death or voluntary withdrawal; in the case of a partnership, corporation, firm or other business unit upon voluntary withdrawal or dissolution; and with respect to either individuals or partnerships, corporations, firms or other business units, membership is terminated as otherwise provided in these Bylaws. The right of a member to vote and all other rights, title, and interests of a member in or to the Association, its rights, privileges, and property shall cease upon the termination of membership. Any member may give written notice to the Association of its intent to withdraw from membership. Such notice shall be presented to the Board of Directors at its next meeting. Withdrawals shall be effective upon fulfillment by the retiring member of all of the obligations to the Association.

**Section 5. Suspension and Expulsion.** For cause, any member may be suspended or terminated. Sufficient cause for suspension or termination shall be: (1) Retirement from the industry; (2) Violation of these bylaws or any lawful rule or practice duly adopted by the Association; or (3) Conduct prejudicial to the Association or to the feed industry. Such suspension or expiration shall be by a two-thirds vote of the entire membership of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the last recorded address of the member at least 15 days before a final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear and present any defense to such charges before action is taken thereon.

#### **Article IV Dues; Fiscal Year**

**Section 1. Payment of Dues.** The rate and basis of dues for each class of membership shall be determined by the Board of Directors. Dues shall be payable annually in advance or, if a member so desires, may be paid quarterly on the first day of June, September, December and March. However, international member and members who pay minimum dues shall pay on an annual basis to minimize Association costs.

**Section 2. Failure to Pay Dues.** A member who fails to pay his dues within 60 days from the time same became due shall be notified in writing of such delinquency. If payment is not made within the next 60 days, the member shall be dropped from the rolls and shall forfeit all rights and privileges of membership.

**Section 3. Fiscal Year.** The fiscal year shall be from May 1 to April 30 of the succeeding year.

**Article V**  
**Membership Meetings**

**Section 1. Annual and Special Meetings.** The annual membership meeting of this Association shall be held during the month of May at such time and place as shall be designated by the Board of Directors. At least 25 days written notice of such meeting shall be sent to each member using mail, electronic mail, facsimile, or other means approved by the Board. Special meetings of the Association may be called by the Chairman or the President or upon written request of one-third of the members in good standing. At least ten days written notice of such meetings shall be sent to each member entitled to vote using mail, electronic mail, facsimile, or other means approved by the Board.

**Section 2. Quorum.** Ten percent of the full voting membership present or represented by proxy at any annual or special meeting of the Association shall constitute a quorum.

**Article VI**  
**Order of Business**

**Section 1.** The order of business for annual or special meetings shall be determined by rules prepared by the Board of Directors.

**Article VII**  
**Annual Election - Directors & Officers**

**Section 1. Directors.**

a) The Board of Directors shall consist of 48 members elected from the membership together with the following ex officio Directors:

i) The Chairman or immediate past Chairman if the individual's three-year term would otherwise expire before completion of service as Chairman or immediate past Chairman, and

ii) The President of the Agricultural Association Executives' Council (AAEC) if the association that person represents is an AFIA member. If not, or if the AAEC President is unable to serve, AAEC will be asked to select another AAEC member who is an AFIA member.

b) Election shall be by ballot, using a means and procedure approved by the Board. Nominees for Directors may only be from persons designated to represent companies according to Section 2, Article III or from individuals employed by a member with significant management responsibilities and with the approval of the member's designated representative. There shall be elected each year 16 Directors, each to serve a term of three years.

c) At least one year shall follow the expiration of any given term before a representative from that company or business unit is eligible for renomination.

d) Two companies or business units under common ownership and control are each eligible to be represented on the Board of Directors if all of the following conditions are satisfied:

- Each company or business unit has completed a separate membership application, has a separate membership directory listing, and pays separate dues.
- The two companies or business units operate under separate brands in different Association membership segments, as shown on the dues worksheet.
- Directors from the two companies or business units are not in the same Board member class.
- No more than two companies or business units under common ownership and control can be represented on the Board at the same time.

The Association's Committee on Nominations for Directors shall have the final authority to decide whether individuals representing two companies or business units under common ownership and control are nominated to serve as Directors at the same time.

e) Vacancies on the Board of Directors existing other than by expiration of term shall be filled through selection by the remaining members of the Board of Directors. When so elected to fill a vacancy, the Director shall hold office for the remainder of the unexpired term of the Director whom he or she replaces.

f) In addition to the Directors described in Section 1 above, if the Board so desires, the Board may elect one additional Director not employed by a member to meet a specific need for expertise, to serve a one-year term.

**Section 2. Officers.** The Board of Directors, at its first meeting after the election of a new Board, shall elect a Chairman and a Chairman-elect from the Board of Directors, and a President, one or more Vice Presidents, a Corporate Secretary, and a Treasurer of the Association, who shall serve a period of one year, subject to the provisions of Article VIII, Section 1, or until their respective successors are duly elected to take office. The Board of Directors may also elect any other officers which it deems in the best interest of the Association. The President, Vice Presidents, Corporate Secretary, Treasurer, and other officers need not be members of the Association, and one person may be elected by the Board to hold two or more of said offices except the President and the Corporate Secretary cannot be the same person.

**Section 3. Executive Committee.** The Board of Directors, at its first meeting after the election of a new Board, shall elect six members to serve for the balance of their current Directors' terms. The Executive Committee shall have up to 15 members, 12 of them elected by the Board of

Directors, together with the Chairman, Chairman-elect and immediate past Chair who shall serve on an ex officio basis.

## **Article VIII Duties and Powers of Directors**

**Section 1. Duties.** The Board of Directors shall be the governing body of the Association. The property, affairs and business of the Association shall be controlled and guided by the Board of Directors, including the authority to employ and discharge staff members, fix salaries, and do all other things necessary for the successful conduct of the business of the Association in accordance with the Bylaws.

**Section 2. Board Meetings.** A regular meeting of the Board of Directors for the election of officers and members of the Executive Committee shall be held as soon as convenient after the annual membership meeting of the Association. The Chairman or the President may, when he deems necessary, or the Corporate Secretary shall, at the request in writing of ten members of the Board, issue a call for a special meeting of the Board, and only five days written notice shall be required for such special meetings. Notice may be sent by mail, electronic mail, facsimile, or other means approved by the Board.

**Section 3. Quorum.** A majority of the Board present or represented by proxy shall constitute a quorum for the election of officers and all other purposes not otherwise provided for herein. In the absence of the Chairman, the Chairman-elect shall preside, or in the absence of both the Chairman and Chairman-elect, the members present may choose a Chairman for the meeting.

**Section 4. Absence.** Any member of the Board of Directors absent from a meeting should send a communication to the Chairman, President or Corporate Secretary, and is strongly encouraged to send a proxy. In the event there are three consecutive absences on the part of any member of the Board of Directors, his membership on the Board may be declared vacant by action of the Board.

## **Article IX Duties of Officers**

**Section 1. Chairman.** The Chairman of the Board shall reside at official or business meetings of the Association, of the Board of Directors, and of the Executive Committee and shall be a member ex-officio with right to vote on all Committees except the nominating committees. He shall be the chief ranking officer of the Association and the President shall report to him.

**Section 2. Chairman-elect.** In the event of absence of the Chairman or of his inability from any cause to act, the Chairman-elect shall perform the duties of the Chairman. Upon the death or resignation of the Chairman during his term of office, the Chairman-elect shall succeed to the office of Chairman.

**Section 3. President.** The President shall be the chief executive officer or manager of the Association in full charge of the Association's office work, subject to the authority and direction of the Chairman. He may, at the discretion of the Chairman, preside at meetings of the Association. He shall also, at the annual meeting of the Association and at other times as he shall deem proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incidental to the office of President of the Association or as may be prescribed by the Board of Directors.

**Section 4. Corporate Secretary.** It shall be the duty of the Corporate Secretary to keep a record of the proceedings of all meetings of the Association and to perform such other duties incident to his office as may arise and be required of him by the President and Board of Directors. His reports may be combined with or embodied in those of the President.

**Section 5. Treasurer.** It shall be the duty of the Treasurer to be custodian of such funds as received by the Association and to keep an accurate account of all monies received and disbursed. He shall render such accounts and statements concerning the finances and property of the Association as shall be required by the Board of Directors. He shall, at the request of the Board of Directors, provide suitable bond to insure faithful performance of his duties, expense of such bond to be borne by the Association. He shall at the request of the Board of Directors submit the books of the Association for an audit, expense of such audit to be borne by the Association.

**Section 6. Vice-President.** Any Vice-President, after being duly elected, shall perform such duties as may be assigned to him by the Board of Directors or the President.

**Section 7. Other Officers.** Any duly elected officers in addition to those specifically mentioned in this Article shall perform such duties as may be assigned to them by the Board of Directors or the President.

## **Article X Committees**

**Section 1. Executive Committee.** The Executive Committee shall act as the Executive Body for the Association under the direction and authority of the Board of Directors when the Board is not in session. A simple majority of the members of the Committee shall constitute a quorum for the transaction of business. Meetings may be called by the Chairman, Chairman-elect, the President or any four members.

**Section 2. Committee on Nominations for Directors.** At least 45 days before May 1 of each year, the Board of Directors shall appoint a nominating committee consisting of five members, none of whom shall be a member of the Board at the time of his appointment. Individuals representing Association members who are interested in service on the Board of Directors should notify the President of their interest. The President shall communicate any such expressions of interest to the

Committee for their consideration. It shall be the duty of the Committee to present to the Corporate Secretary in writing, at least 30 days before May 1, its report listing nominations for Directors to fill all vacancies then existing, and to replace those Directors whose terms are about to expire. Nominations shall fairly represent, as nearly as possible, different sections of the country and different segments of the feed industry so as to be representative of the Association's membership. Nominations shall be placed on a ballot, which shall be sent promptly by the Corporate Secretary to all members, in connection with the notice of the annual meeting under Article V, Section 1. Members shall cast their votes for Directors by returning their ballots to the office of the Association on or prior to May 1.

**Section 3. Independent Nominations.** Nominations for Directors may also be made by any member or by any group of members by submitting a report of such nominations in writing to the Corporate Secretary not later than 60 days prior to May 1. If not adopted by the Committee on Nominations for Directors under Section 2, such nominations shall be included by the Corporate Secretary on the official ballot.

**Section 4. Committee on Nominations for Officers and Members of Executive Committee.** At least 30 days before May 1 of each year, the Board shall appoint a nominating committee of three Directors, who shall present to the Board of Directors at its first meeting after the annual membership meeting, nominations for the new Chairman-elect and four Board members to serve on the Executive Committee for the balance of their current Directors' terms. The incoming Chairman shall appoint two Board members to serve on the Executive Committee for a two-year term.

## **Article XI Indemnification**

**Section 1. Eligibility.** The Association shall indemnify any person who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director, Officer, employee or agent of the Association, or member of any committee of the Association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2. Expenses.** To the extent a Director, Officer, employee, agent, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article XI, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

**Section 3. Procedure.** Any indemnification in connection with the settlement of an action referred to in Section 1 of this Article, unless ordered by a court, shall be made by the Association only as authorized in a specific case upon a determination that indemnification of the Director, Officer, employee, agent, or committee member is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 of this Article XI. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, such quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

**Section 4. Payment by Association.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized in the manner specified in Section 3 of this Article XI upon receipt of an undertaking by or on behalf of a Director, Officer, employee, agent or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by these Bylaws or otherwise pursuant to applicable law.

## **Article XII Seal**

**Section 1.** The Association shall have a seal of such design as the Board of Directors may adopt.

## **Article XIII Institute for Feed Education and Research**

**Section 1. In General.** The Institute for Feed Education and Research (IFEEDER) is the Association's tax-exempt research and education partner. IFEEDER supports research and education activities that address challenges and develop opportunities for a sustainable, global feed industry to the extent permitted for an organization that is exempt under Section 501(c)(3) of the Internal Revenue Code.

### **Section 2. IFEEDER'S Board of Trustees.**

(a) Under its Bylaws, IFEEDER is governed by a Board of Trustees with 7 to 11 voting members.

(b) The Association's Committee on Nominations for Officers and Members of the Executive Committee appoints 6 to 10 Trustees, subject to the approval of the Association's Board of Directors. At least one-third of the appointed Trustees are to be members of the Association's Board of Directors at the time of their selection, with at least 1 year of their terms as Association Directors remaining. In selecting and approving members of the Institute Board of Trustees, appropriate consideration should be given to the desirability of a Board of Trustees that: (i) is broadly representative of the feed industry, taking into account criteria such as different types of firm, different sizes of firm, and geographic locations; (ii) has some members with appropriate scientific and technical expertise; and (iii) has one or more representatives from academia.

(c) The appointed members of the IFEEDER Board of Trustees serve for a term of 3 years, with no more than 2 consecutive full terms. The terms of members of the Board are to be staggered as evenly as possible.

(d) The Chairperson of the IFEEDER Board of Trustees is an *ex officio* voting member of the IFEEDER Board of Trustees.

**Section 3. Chairperson of the IFEEDER Board of Trustees.** The immediate past Chairman of the Association serves as the Chairperson of the IFEEDER Board of Trustees. In the event the immediate past Chairman of the Association is unable to serve, the next most immediate past Chairman of the Association serves as the Chairperson of the IFEEDER Board of Trustees, and so on.

**Section 4. IFEEDER President.** The President of the Association serves as the President of IFEEDER. In the event of a vacancy in the office of the Association President, or if the Association President is unable to fulfill the obligations of his or her office due to illness or otherwise, the IFEEDER Chairperson serves as the IFEEDER President until the vacancy has been filled or until the Association President is able to resume his or her duties; alternatively, the IFEEDER Chairperson, in consultation with the Association President if possible, may designate another salaried staff officer of the Association or IFEEDER to serve as the IFEEDER President until the vacancy in the office of Association President has been filled or until the Association President is able to resume his or her duties.”

III. **Effective Date and Transitional Provision.** Changes to the governance structure of IFEEDER shall take effect after the next annual meeting of the members of the Association, or as close to that date as reasonably possible. In appointing the initial Board of Trustees under these revised Bylaws, the Association’s Committee on Nominations for Officers and Members of the Executive Committee shall designate individuals to serve 1, 2, and 3 year terms.

#### **Article XIV Amendments**

**Section 1.** These bylaws may be amended, repealed, or altered, in whole or in part, by the affirmative vote of at least 32 members of the Board of Directors present or represented by proxy at any regular or special meeting of the Board, provided the proposed change is sent in writing, using mail, electronic mail, facsimile, or other means approved by the Board, to each member of the Board at least 20 days before the time of the meeting which is to consider the change.

Adopted by the Board of Directors, March 9, 2016