

BYLAWS
Of
Minnesota Milk Producers Association

Pursuant to Minnesota Statutes, Section 317.15 as amended the following ByLaws are adopted.

ARTICLE I
MEMBERSHIP

Section 1. Memberships in this organization shall be in three different categories. Memberships shall consist of active milk producer Members, former producer Members and associate Members all within the State of Minnesota. Members shall pay such fees and charges as are assessed from time to time by the organization are urged to present their thoughts and to express their views on matters which are for the betterment of the organization and all Members are entitled to all rights and privileges appurtenant to said Membership.

Section 2. Membership category identification.

A. Active Milk Producer Member – any person, family partnership, corporation or other entity that owns or leases from another party, dairy cows for the purpose of milk production and has paid the lifetime Membership fee and assessments as prescribed by this organization.

B. Former Producer Member- any person who or other entity that has been an active milk producer member of this organization in good standing has discontinued milking dairy cows or has leased his cows to another producer.

C. Associate Member- a person who, or business entity that exhibits an interest in the dairy industry and has paid a Membership fee and assessments as prescribed by this organization. Associate Members will be guests at the annual convention the year a Membership is purchased. Guests of the associate member are welcome and will pay the cost for meals. To maintain the supporting associate Membership past the first year, a sustaining fee shall be paid annually.

Section 3. Active Milk Producer Members will be the only Members eligible to vote or to serve on the Board of Directors and there shall be only one vote per Membership pertaining to any order of business before this Association.

A. Must be a member in good standing prior to the MMPA Annual Business Meeting.

ARTICLE II
MEMBERSHIP MEETINGS

Section 1. An annual meeting of the Membership shall be held each year at a time and place to be selected by the Board of Directors. The meeting shall be held for the purpose of electing Directors and transacting such other business as may properly come before the meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the Membership.

Section 2. Special meetings of the Membership may be called by the President, any three Directors, or at the request, in writing of not less than one-tenth of the Members having voting rights. Any such request shall state the purpose or purposes of the proposed meeting. The Board may designate any place, either within the State of Minnesota, as the site for any special meeting.

Section 3. The President shall cause written notice of the time, place and the purpose of all Membership meetings to be mailed at least ten (10) days prior to the date of such meeting to each active milk producer member and associate member in good standing.

Section 4. An active milk producer member unable to attend any meeting may vote by mail provided the ballot shall be returned to the Secretary before any deadline stated in the notice of meeting. No member shall be allowed to vote by proxy.

Section 5. A quorum for the transaction of business shall consist of a simple majority of the active milk producer Members at the meeting. Lacking a quorum, a majority of those Members present may adjourn the meeting from time to time without further notice.

ARTICLE III BOARD OF DIRECTORS

Section 1. The management of the affairs of this association shall be vested in a Board of Directors consisting of not less than eight (8) and not more than twenty-five (25) Members. Directors shall serve until their successors are duly elected and qualified. The Directors of the original Board as listed in the Articles of Incorporation shall serve during the first full year following incorporation.

At each annual meeting, the Board shall determine, pursuant to these ByLaws, the size of the Board for the following year. After making such determination, the Board shall appoint a committee to nominate new Director from each district which qualifies and to nominate a Director-at-Large candidate each year. There shall be a maximum of four Directors-at-Large elected pursuant to these ByLaws. After submission of the nominating committee's report, nominations for Board vacancies shall be received from the floor.

One third of the Directors shall be elected annually by the Membership of the association for a three-year term. In the event that the number of Directors qualified to serve is not divisible by three, then, and in the event, the Board shall arbitrarily determine which of the member's term shall expire in the following three-year period.

Section 2. The State of Minnesota shall be divided into districts based upon number of dairy farms; however, no district shall be entitled to more than two (2) Directors, not including any member as Director-at-Large who may come from that same district.

Section 3. At the first meeting of the Board following the annual meeting, the Board shall elect by secret nominating ballot from its Membership such officers as are set forth in Article V of these ByLaws.

Section 4. Directors shall receive standard mileage allowed by IRS regulation in the discharge of their official duties plus reimbursement for such other necessary expenses incurred in the discharge of official duties. Compensation for Directors to be set at each annual meeting. Any requests for reimbursement or compensation by any member of the Board shall be properly supported by bills, receipts, or vouchers. The Board may authorize any individual Director to perform such other specific duties as may be required by the Board and to fix reasonable compensation or reimbursement therefore.

Section 5. The Board shall have power to hire or contract for the services of such other employees as may be deemed necessary and to fix their compensation and provide reimbursement for their expenses.

Section 6. An Executive Committee shall consist of the four (4) Officers (President, Vice President, Secretary, Treasurer). The Executive Committee shall have such powers and duties as may from time to time be prescribed by the Board of Directors and these duties and powers of the Executive Committee shall be subject to the general direction, approval and control of the Board of Directors. The President will have the authority to call a special meeting of the Executive Committee anytime without prior notice to other Directors, but copies of the minutes of any meeting of the executive committee shall be made available to all Directors within seven (7) days following the meeting.

Section 7. The Board of Directors may, at its discretion, establish an Advisory Board with equal representation from the eleven (11) districts and will determine their tenure of office, their powers and duties. The Advisory Board shall have such powers and duties as may from time to time be prescribed by the Board of Directors.

Section 8. At least once each year, it shall be the duty of the Board of Directors to see that the books and accounts of the association are audited. The audit may consist of three persons, one from the Board of Directors and two from the Membership or a disinterested public auditor or accountant, who shall make a careful audit and render a report in writing thereon, which report shall be submitted to the Members of the association at their annual meeting.

Section 9. A majority of the Directors at a regular meeting may remove a director who has failed to attend three (3) consecutive regular meetings of the board without written reason for his absence.

Section 10. In the event of a vacancy of any directorship, remaining Directors shall appoint a Director (from the area) to hold office until the next annual meeting at which meeting the Members shall elect a director for the unexpired portion, if any, of the term of the Directorship vacated.

Section 11. When a seated member of the Board of Directors sells their cows or leases them out to another entity, that director may remain on the Board of Directors through the next annual meeting of the organization at which time an election for a replacement of that member will be held.

ARTICLE IV MEETINGS OF THE BOARD

Section 1. Regular meetings of the Board may be held at such time and place as shall, from time to time, be determined by the Board.

Section 2. Special meetings of the Board may be called by the President on three (3) days notice to each director, either personally or by mail or by telephone; special meetings shall be called by the President or Secretary in like manner and on like notice, on the written request of two (2) Directors .

Section 3. At all meetings of the Board, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of the business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, or by the Articles of Incorporation, or by these ByLaws.

ARTICLE V OFFICERS

Section 1. The Officers of this association shall consist of President, Vice President, Secretary and Treasurer.

Section 2. Any Officers, agents and employees charged by the association with the responsibility for the handling or custody of any of its funds or property shall be bonded, the cost of which shall be paid by the association. All certificates of deposit shall be under the jurisdiction of the Board of Directors and will not require a bond.

Section 3. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by a majority of the Board of Directors for the unexpired portion of the term.

Section 4. Officers shall have such powers and shall perform such duties as may from time to time be specified. In the absence of any specifications, each Officer shall have the powers and authority and shall perform and discharge the duties of an Officer of the same title serving in a Minnesota nonprofit corporation having the same or similar general purposes and objectives as this association.

ARTICLE VI
DUES

Section 1. A lifetime Membership fee shall be paid by each entity desiring to become an active milk producer Members of this Association. Said fee shall be in the amount of \$20 per member. In addition to the lifetime Membership fee, the Board of Directors, at its discretion, may assess to each active milk producer member an additional assessment of not more than two dollars (\$2) per cow paid directly to the Treasurer or authorized agent of MMPA on an annual basis or one cent (\$0.01) per hundred weight on all milk delivered by a Member to the milk plant where the Member sells fluid milk. The assessment may be deductible from the Member’s payment due from the plant and paid by the milk plant each month to the Treasurer of this Association.

Section 2. Any Member wishing to withdraw his Membership and wishing to discontinue his assessment must notify the Secretary of the Association in writing. The Board of Directors will act upon the Member’s request at the next Board of Director’s meeting. The Secretary will in turn notify the withdrawing Member’s milk plant of the Board of Director’s action.

Section 3. When any active milk producer Member shall be in default in the payment of assessment for a period of six months or refuses to pay assessments which the Board of Directors has established, the Membership shall be terminated by the Board of Directors without refund of any previously paid dues or assessments of the Member in default to the Member whose Membership is terminated.

Section 4. Fees and assessments are not applicable to former producer Members.

Section 5. Associate Members shall pay a Membership fee and will be assessed a sustaining fee annually.

ARTICLE VIII
DIRECTOR LIABILITY

No director of this association shall be personally liable to the association or its Members for monetary damages for breach of fiduciary duty as a Director, except for liability.

- a. For a breach of the Director’s duty of loyalty to this association or its Members.
- b. For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- c. For a transaction from which the Director derived an improper personal benefit; or
- d. For an act or omission occurring prior to the date when the provisions of this Article VIII become effective.

ARTICLE IX
AMENDMENTS TO BYLAWS

These ByLaws may be altered, amended or repealed and new ByLaws may be adopted by a majority of the Membership present at any annual meeting or special meeting, with at least ten (10) day written notice prior to the meeting stating intention to alter, amend, or repeal or to adopt new ByLaws at such meeting, except as otherwise provided by law.

The undersigned Secretary of said corporation does hereby certify that the above and foregoing ByLaws were duly adopted by the Board of Directors of the Minnesota Milk Producers Association on the 29th day of November, 2017, and they do now constitute the ByLaws of said Association.

Secretary, Minnesota Milk Producers

M:\DOCS\14825\000015\BYL\11R3650.DOC