

Dairy Cattle Reproduction Council By-Laws¹

ARTICLE I.

Name

Section 1. The name of this corporation shall be the Dairy Cattle Reproduction Council (DCRC).

ARTICLE II.

Purpose

Section 1. The DCRC is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c) (3)² of the Internal Revenue Code of 1986, as amended, including but not limited to: providing an educational and professional organization whereby persons working in the general area of dairy cattle reproduction can effectively cooperate to serve the dairy cattle industry more successfully by the exchange of ideas, concepts, information, developments, and current problems; by facilitating the dissemination of scientific and technical information through meetings and publications; by the study, discussion and promulgation of current research work in the field; by the study and evaluation of new product applications from the industry and from professional society studies; and by conducting cooperative studies, research and evaluations in and with the related arts and sciences of chemistry, engineering, veterinary medicine and allied groups. The DCRC may accept gifts and grants for the financing and the promotion of its educational, scientific and research activities or sponsoring programs for challenging and developing youth for leadership and professional responsibilities, but no part of the net earnings, if any, of said corporation shall ever inure to the benefit of any private shareholder, member, or individual.

ARTICLE III.

Location

Section 1. The principal place of business for the DCRC shall be determined by action of the Board of Directors.

ARTICLE IV.

Membership

Section 1. Membership in the DCRC shall be limited to individuals trained or working as animal industry professionals in the area of dairy cattle reproduction pursuant to the specific membership rules adopted from time to time by the Board of Directors. Examples of potential membership, but not limited to these examples, are: dairy cattle producers and managers, veterinarians, animal health company employees, feed company employees, academicians, dairy cattle consultants, nutritionists, dairy industry writers and publishers, et al. The voting members of DCRC are all regular (not student or honorary) members who are in good standing by having paid their membership dues for the current year.

ARTICLE V.

Board of Directors

Section 1. The Board of Directors shall consist of the three Officers and three Directors at-large. Each Director at Large shall be elected by vote of all regular members of the DCRC. Each of the three Directors at-large will serve one three-year term. A Director who has completed a three-year term shall not be eligible

¹Revised 10 November 2016.

²Granted legal status on 18 August 2014 as a public charity under Section 501 (c) (3) of the Internal Revenue Code of 1986.

for re-election for one year. A Director shall not be nominated for an Officer position until the end of his/her elected term. The Officers and Directors at-large should represent industry, producers, and academia in as balanced a distribution as achievable.

Section 2. Responsibilities of the Directors (including Officers). All members of the board shall contribute ideas and work toward the advancement of the mission of DCRC and the betterment of the organization. The Directors will oversee and manage the finances of DCRC to maintain its viability and maintain compliance with legal and taxation requirements.

ARTICLE VI.

Officers

Section 1. Officers. The Officers of the corporation shall be a President, a Vice-President, and a Secretary-Treasurer. Each Officer shall be elected by the members of the DCRC. Officers shall, in addition to their service as Officers, also constitute three members of the Board of Directors of the DCRC.

Section 2. President. The President shall be the principal executive of the corporation and shall preside at all meetings of members and the Board of Directors. He/she may call special meetings of members and/or Directors. He/she shall perform all other duties that usually pertain to the office, or that are delegated to him/her by the Board of Directors. He/she shall sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board of Directors or authorize contracted staff to sign on behalf of DCRC. The President will vote at meetings of the Board only to break a tie-vote.

Section 3. Vice-President. The Vice-President shall, in case of the absence or disability of the President, perform the duties of the President and is the President-elect. The Vice-President will assume the office of the presidency at the conclusion of the President's term or if the President leaves office before the conclusion of the full term. The Vice-President will be elected annually for a term of one year as Vice-President, followed by a term of one year as President. The duties of the Vice-President are to prepare to fulfill the duties of President, and to perform duties that may be assigned to him/her by the Board.

Section 4. Secretary-Treasurer. The Secretary-Treasurer shall keep or supervise the keeping of the records of the corporation, including recording minutes of Board meetings and disseminating minutes to Board members. The Secretary-Treasurer shall maintain all financial accounts of the corporation, shall have the custody of all monies and securities of the corporation, shall keep regular books, and deposit all monies of the DCRC in such depository as shall be selected by the Board of Directors. In addition, he/she shall perform all duties usually pertaining to the office or delegated by the Board of Directors. The Secretary-Treasurer is elected for a 3-year term and may be elected to serve a second consecutive three-year term to facilitate continuity of the Officers and Board.

Section 5. Past President. The Past President serves for one year after completing his/her term as President as an advisory non-voting resource to the Officers and Board of Directors. Past President also serves as chair of the Nomination committee.

Section 6. Election of President, Vice-President, Secretary-Treasurer. Each shall be elected by all voting members of DCRC. Each Officer shall hold office until his/her successor has been elected.

ARTICLE VII.

Committees

Section 1. The Board will establish committees and designate such representatives as desired.

Non-board-member committee chairs are invited and expected to participate in board meeting and committee meetings as non-voting members. Committee members may attend board meetings as a substitute for or in addition to their committee's chair.

Committee chairs and members will be appointed by the Board with consultation with the respective committee.

Section 2. The Nominating Committee shall consist of six members: the Vice President, President, Past President and Directors. The duties of the Nominating Committee shall include:

- a) Soliciting nominations from the membership of DCRC for positions for election
- b) Presenting a list of at least two nominees for Director at Large to the membership for election.
- c) Presenting a list of at least two nominees for each elected Officer, as needed, to the membership for election.

The Committee should endeavor to select the vice presidential and director nominees in alternating years from each of the following categories:

- a. Industry (processors, suppliers, or veterinarians)
- b. Producer
- c. Research, education and public service (university, federal, state or local government).

Section 3. The Awards Committee shall consist of four members appointed by the Board to serve a three-year term. Additionally, a representative from Hoard's Dairyman shall serve as chair as long as the partnership for the awards program between Hoard's Dairyman and DCRC exists, which is to be evaluated at the end of each two year term as agreed upon in the contract with DCRC. The Chair is appointed as agreed upon by the Board and Hoard's Dairyman. The Chair does not serve as a judge. The Chair attends Board meetings as directed by the Board.

- a) Appointments
 - a. Committee members are appointed by the DCRC Board to serve 3 year terms. Recommendations of new members of the committee come from the committee and Board.
 - b. Committee members should represent the professional diversity of the membership.
- b) Responsibilities of chair
 - a. Attend Board meetings as requested by the Board
 - b. Lead and train committee members
 - c. Lead review of previous years' data and experiences for changes to improve the process, award structure, or award presentations
 - d. Provide leadership for the awards nomination, data analysis, selection and communication processes and ensure that deadlines are met
 - e. Present the awards at the annual meeting
- c) Responsibilities of committee members
 - a. Serve as judges of nominations in a timely and efficient manner – be available and responsive to timelines and deadlines.
 - b. Provide input and council with Chair concerning success of, and improvements to the awards program and processes.

Section 4. The Program Committee shall consist of three members appointed by the Board to serve a three-year term.

- a) Annual appointments
 - a. Committee member in his/her third year of appointment serves as Past Chair
 - b. Committee member in his/her second year of appointment serves as Chair

- c. Committee member in his/her first year of appointment serves as Vice Chair
Recommendations for new members of the committee come from the committee and Board
 - d. New committee members are recommended by the committee for appointment to a 3-year term by the Board.
- b) Responsibilities of committee
- a. Chair attends Board meetings to represent the committee.
 - b. Chair takes the lead in organizing the annual meeting program.
The committee plans and organizes the annual meeting program of topics, speakers, and other content, working very closely with the Board. The draft program is proposed to the Board for approval no later than 11 months before the annual meeting, and the final program and confirmation of speakers is arranged no later than 9 months before the meeting.
 - c. Invites and confirms all speakers for the annual program; gathers necessary biography information from speakers; performs introductions of speakers and chairing of meeting sessions

Section 5. The Education Committee shall consist of three members appointed by the Board to serve a three-year term.

- a) Annual appointments
 - a. Committee member in his/her third year of appointment serves as Past Chair
 - b. Committee member in his/her second year of appointment serves as Chair
 - c. Committee member in his/her first year of appointment serves as Vice Chair
 - d. New committee members are recommended by the committee for appointment to a 3-year term by the Board
- b) Responsibilities of committee
Organize an annual program of webinars including selection and invitation of speakers, organization of technical logistics, and coordination with the Sponsorship committee of webinar sponsors.
 - a. Review and update all educational material published by DCRC including, but not limited to, cow and heifer reproduction protocols, newsletters, white papers, etc.
 - b. Suggest, identify, and develop new educational materials and resources to advance the mission of DCRC.

Section 6. The Sponsorship Committee shall consist of three members appointed by the Board to serve a 3-year term plus ex officio members to include the President, Vice-president, secretary-treasurer, and administrative staff member.

- a) Annual appointments
 - a. Committee member in his/her third year of appointment serves as Past Chair
 - b. Committee member in his/her second year of appointment serves as Chair
 - c. Committee member in his/her first year of appointment serves as Vice Chair
 - d. New committee members are recommended by the committee for appointment to a 3-year term by the Board
- b) Responsibilities of committee
 - a. Work with the Board to set and achieve the annual sponsorship goal for the DCRC annual budget.
 - b. As necessary, propose to the Board updates of the sponsorship levels, structures and benefits.
 - c. Identify and contact donors who will provide sponsorship dollars. Donors may include industry partners, other organizations, and individual benefactors.
 - d. Communicate with the Program committee regarding coordination of sponsorship and annual

meeting planning

Section 7. The Membership Committee shall consist of three members appointed by the Board to serve a three-year term.

- a) Annual appointments
 - a. Committee member in his/her third year of appointment serves as Past Chair
 - b. Committee member in his/her second year of appointment serves as Chair
 - c. Committee member in his/her first year of appointment serves as Vice Chair
 - d. New committee members are recommended by the committee for appointment to a 3-year term by the Board
 - e. Committee members should represent the diversity of the membership
- b) Responsibilities of committee
 - a. Identify means to grow the membership of DCRC
 - b. Determine means to add value to DCRC membership
 - c. Identify and invite individuals to become members of DCRC
 - d. Recommend access to DCRC materials for members-only versus open access.

Section 8. The Public Relations Committee shall consist of the members of the Board and administrative staff contracted by the DCRC.

- a) Responsibilities
 - a. Promote awareness of DCRC among its target audiences
 - b. Produce newsletters for publication to members of DCRC
 - c. Maintain social media presence and output
 - d. Identify DCRC experts to answer questions directed to DCRC from Social Media or other sources

ARTICLE VIII.

Meetings

Section 1. General meetings of the membership of the DCRC shall occur at least once during each calendar year, normally in conjunction with the annual educational meeting. The date and place of each meeting shall be fixed by the Board of Directors. Notice of the time and place of meetings of the corporation shall be given electronically to all members not less than four weeks before the meeting. In an emergency, the annual meeting may be postponed or cancelled by action of the Board of Directors, to be rescheduled within one year.

ARTICLE IX.

Amendments

Section 1. Amendments to these By-laws shall be presented in writing to the Board of Directors and, if approved by the majority of the Board, shall be sent electronically to each voting member of DCRC at least twenty-eight days before the date amendments will be presented to the membership for approval.

Section 2. The By-laws may be amended at any annual general meeting or special meeting of DCRC by an affirmative vote of two-thirds of the voting members present. Alternatively, the By-Laws may be amended by electronic voting by the voting members of DCRC. In such case, an affirmative vote by two-thirds of those voting shall be necessary for approval.

ARTICLE X.

Fiscal Years

Section 1. The fiscal year shall be established by the Board of Directors.

ARTICLE XI.

Parliamentary Procedure

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

ARTICLE XII.

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 corporation.

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

ARTICLE XIII.

Dissolution

Section 1. In the event dissolution of the DCRC becomes desirable, the Board of Directors shall adopt a resolution recommending dissolution of the DCRC, together with a plan of distribution of assets, and submit the question of dissolution and plan of distribution to the voting members of the DCRC. A copy of such resolution shall be electronically sent to all voting members at their last known address not less than thirty days or more than sixty days before the ballots are to be counted. An affirmative vote by two-thirds of those voting shall be necessary for approval of the resolution to dissolve the DCRC and to adopt a plan of distribution.

Section 2. Upon approval of dissolution of the DCRC, assets shall be applied and distributed to its obligations. Any assets remaining thereafter shall be transferred by the Board of Directors to an organization, such as the American Dairy Science Association or organizations selected by the Board of Directors that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, (the "Organization") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II **Definitions**

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity or individual with which the Organization has a transaction or arrangement.
- b) A compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement, or
- c) A proposed ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or factors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III **Procedures**

- a) In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b) The remaining board or committee members shall decide if a conflict of interest exists.
- c) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.
- d) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall exit the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.