

**By-Laws of
Food Producers of Idaho, Inc.**

THIS CORPORATION has been formed to foster agricultural awareness and advocacy in the State of Idaho and to promote, educate and defend the industry in accord with the free enterprise system.

Further: to gather and disperse statistical and other information to the membership and to the public at large; aimed at maintaining a continuing interest and awareness in matters affecting the production of food and fiber and its related problems.

To refrain from engaging in partisan politics while acting in unison with other segments of agriculture and government on matters of mutual concern and to ensure the independence and responsibility of the individual member groups.

ARTICLE I

EXERCISE OF CORPORATE POWERS: The corporate powers, business and property of the corporation shall be vested in and exercised, conducted and controlled by members composed of the designated representatives of the voting members. One third of the voting members present at a meeting shall constitute a quorum.

ARTICLE II

- A. **ELECTED OFFICERS:** The elected officers of the corporation shall consist of the president, vice president and secretary-treasurer. The membership shall elect the president, vice president and secretary-treasurer. Elected officers must be designated representatives of voting members of the corporation. All elected officers of the corporation shall hold office at the pleasure of the membership for a one-year period. The president and vice president may serve no more than two successive terms of office. The officers of the corporation shall serve without compensation.
- B. **APPOINTED OFFICERS:** The appointed officer of the corporation shall consist of the executive director, who shall be appointed by the Executive Committee and shall hold office at the pleasure of the Executive Committee with the consent of the members.

ARTICLE III

MEMBERS: The powers and duties of the members are:

- A. Members are designated representatives of the voting members. Each voting member may annually designate up to five individuals to represent their membership with the corporation. In the event of the absence of the designated representative from any regular or special meeting of the Food Producers of Idaho, Inc. the voting member may designate in written or electronic form to the executive director the day of the meeting or in advance the name of a proxy representative to be empowered to cast the vote on all matters requiring action.
- B. To appoint and remove at pleasure all officers, agents and employees of the corporation, other than members, prescribe such duties for them as may not be inconsistent with law and these By-laws, fix their compensation (except in the case of members who shall serve in that capacity without compensation) and require from them in such cases as the members deem appropriate, security or faithful service.
- C. To conduct, manage and control the affairs and business of the corporation, and make such regulations therefore, not inconsistent with law and these By-laws as they may deem best.

- D. To approve and admit to membership persons, firms, associations, and other agriculture business entities, qualified therefore under the provisions of the Articles of Incorporation of this corporation, and these By-laws, except the voting privilege to be limited to agricultural commodity and farm organizations, or agriculture business entities.
- E. To levy and collect dues in accordance with the provisions of these By-laws.
- F. Generally to transact all the affairs of this corporation.

ARTICLE IV

EXECUTIVE COMMITTEE:

- A. The members shall elect an Executive Committee consisting of the president, vice president and secretary-treasurer, one standing committee chairman (appointed by the president) and the two immediate past presidents if they are able to serve. In the absence of either of the past presidents, the president may designate any former past president to serve in the position.
- B. The committee shall have the power to appoint an executive director who shall hold office at the pleasure of the Executive Committee.
- C. The committee shall likewise have power to create and appoint such other committees and administrative positions as it may determine from time to time.
- D. All of the members of the said Executive Committee and any such other committees and appointed positions shall hold office at the pleasure of the membership. All committees of the corporation, standing or special, shall operate under the procedures established in Attachment B – “Ground Rules for Committees Created for Public Policy and Legislative Issues.”
- E. Meetings of the Executive Committee shall be held at the office of the corporation or any other place, which may be designated by the president or the Executive Committee. These meetings will not be held on predetermined dates, but when the president, or a majority of the Executive Committee may deem it advisable. A majority of the Executive Committee shall constitute a quorum.

ARTICLE V

COMMITTEES:

- A. The corporation shall designate the following standing committees: Ag Advocacy, Animal Issues, Energy, Tax Policy, Financial Review, Transportation and Ag All Star. Additional standing committees may be appointed by the Executive Committee or by action of the members.
- B. Committee chairmen must be designated representatives from voting members.
- C. Annually, all categories of members will be solicited for participation on standing committees. The actual appointment and size of each standing committee shall be determined annually by the Executive Committee.
- D. The president shall appoint the chairman and/or co-chairmen of each committee.
- E. All committees shall submit an annual budget and accountability of funds expended for committee action to the membership. Some committees by action of the Executive

Committee may maintain designated fund accounts within the corporation's financial operations.

ARTICLE VI

PRESIDENT: The power and duties of the president are:

- A. To preside at all meetings.
- B. To call special meetings of the membership and/or of the Executive Committee, at times when deemed proper.
- C. To sign as president of the corporation, all deeds, conveyances, mortgages, leases, promissory notes, contracts, obligations, certificates and other papers and instruments in writing that may require such signature, as directed by the Executive Committee, and to perform such other duties as the members may determine.

ARTICLE VII

VICE PRESIDENT: The duties of the vice president are:

- A. In the absence or disability of the president, the vice president shall assume the duties of president.
- B. In the absence of the president and the vice president, a past president of the corporation shall assume the duties of the president.
- C. The vice president shall perform such other duties as the Executive Committee or the president may from time to time prescribe.

ARTICLE VIII

SECRETARY-TREASURER: The duties of the secretary-treasurer are:

- A. To keep an accurate record of the proceedings of all meetings of the members and the Executive Committee.
- B. Generally to do and perform all such duties that are pertinent to the office as may be required by the Executive Committee or by the president.
- C. To sign all checks as directed by the Executive Committee.
- D. Sign other documents, i.e., drafts and promissory notes.
- E. Keep an accurate, up-to-date accounting of all funds of the corporation and shall report the same to the members and/or the Executive Committee as required.
- F. Any of these duties may be assigned by the Executive Committee to the executive director.

ARTICLE IX

MEMBERSHIP MEETINGS:

- A. There shall be an annual meeting of the members of the corporation at a date and location deemed advisable by the Executive Committee. At said annual meeting, the representatives of the voting members shall elect an Executive Committee to serve in a manner provided by these By-laws. Any member elected to the Executive Committee subsequent to the annual meeting shall serve only during the remaining part of the fiscal year and up until the following membership meeting. The president and the secretary-treasurer shall give notice of the annual meeting to the members at least ten (10) days before the meeting. The notice shall state the number of members to be elected to the Executive Committee and such other business proposed to be transacted at such meeting.
- B. The president, the Executive Committee, or a majority of the voting members may call a special meeting of the association by giving notice at least five (5) days before said meeting, of the time and place of the meeting and the purpose for which said meeting is called.
- C. It shall be the duty of the secretary-treasurer, upon demand of the president, or the Executive Committee, to prepare and send notice of any special meeting to each member of the corporation in accordance with B of Article IX.
- D. All meetings shall require a quorum (refer to Article I) of the corporation insofar as election of members of the Executive Committee and other routine affairs of the corporation. For legislative policy of the corporation, refer to Attachment A – Policy for Presenting Legislative Issues.
- E. Each voting membership shall have an equal vote in the affairs of this corporation.
- F. Prior to the annual meeting, the Executive Committee will meet as a nominating committee. Their duties shall consist of submitting to the voting members at the annual meeting for their consideration at least as many names as there are vacancies. Additional nominations may be made from the floor.
- G. Roberts Rules of Order is established as the parliamentary authority for all regular and special meetings of the corporation.
- H. An Executive Session may be requested at anytime by a voting member.

ARTICLE X

ADMISSION TO MEMBERSHIP:

- A. No firm, person, association, corporation, or commission or any agriculture business entity shall become a member of this corporation unless and until it shall have been approved for such membership by a majority vote of members present at a regular or special meeting of the voting members.
- B. There shall be three (3) forms of membership:
 - Voting members (one vote) referred to as members
 - Affiliate members (non-voting)
 - Individual members (non-voting)The dues for each classification shall be determined annually by the membership of the corporation.

- C. Voting rights shall be extended only to those voting member organizations whose dues are paid in full. All dues must be paid in full by February 1 of the calendar year to maintain voting privileges for voting members.
- D. Anyone seeking a voting membership should be prepared to have a representative attend a membership meeting to give background information about the firm, person, association, corporation, commission or agriculture business entity. Written materials from the applicant may be requested for distribution to the members. The membership year for all classifications of membership will be the fiscal year, January 1-December 31.
- E. A voting member that decides to become an affiliate or individual non-voting member shall relinquish all voting member rights and privileges. In order for the organization to be returned to voting member status, the organization would have to be approved by a vote of the membership as stated in Article X, Section A.

ARTICLE XI

RESIGNATION: Any officer or member organization may resign by submitting resignation to any meeting of the Executive Committee of the members, or by mailing or faxing its resignation to the corporation; and thereupon, such resignation, without the necessity of any acceptance, shall become effective forthwith unless otherwise specified therein.

ARTICLE XII

The By-laws may be amended at any annual or special meeting of the voting members by a majority of the members present, providing, however, that a quorum of the total members are present, provided notice of meeting contains in substance the amendment proposed and it is mailed to the voting members at least seven (7) days prior to such meeting.

IN WITNESS WHEREOF, We have hereunto subscribed our names this _____ day of _____, 1973.

- Amended March 19, 1997, at a Regular Meeting in Boise, Idaho*
- Amended April 16, 1997, at a Regular Meeting in Boise, Idaho*
- Amended March 3, 1999, at a Regular Meeting in Boise, Idaho*
- Amended June 4, 2002, at a Regular Meeting in Boise, Idaho*
- Amended March 17, 2010, at a Regular Meeting in Boise, Idaho*
- Amended February 21, 2018, at a Regular Meeting in Boise, Idaho*