

OREGON PORK PRODUCERS BY-LAWS

ARTICLE I – NAME AND PURPOSE

Section 1.

The name of this corporation shall be called the Oregon Pork Producers.

Section 2.

The purpose of the corporation and its objects shall be as follows:

1. To coordinate the activities of the swine producers and prospective swine producers of the State of Oregon as individuals and as a group.
2. To provide direction to promotional and educational efforts for pork and pork products.
3. To improve the quality of swine produced in the State of Oregon.
4. To promote the swine business in the State of Oregon.
5. To receive, acquire, hold, purchase, dispose of, convey, mortgage, rent, or lease real or personal property, to make by-laws consistent with applicable laws of the State of Oregon and the Articles of Incorporation.
6. Monitor government involvement in the swine industry.

Section 3.

The address of the initial registered office of the corporation shall be that of the Secretary or Executive Secretary.

ARTICLE II. – MEMBERSHIP

Section 1. Types of Membership and Annual Dues

Regular Members. State pork producer membership shall be composed of any individual, partnership, corporation, or farm that is actively engaged in the production of porcine animals. Regular members shall have the right to voice and one vote for paid membership as defined in Article II, Section 2 of these Bylaws. Actively engaged is defined as an owner, operator, contract feeder, manager or employees committed to, occupied with and involved in the production porcine animals. Must be over 18 years of age or older.

Associate Members. Any individual, partnership, corporation, or firm interested in the advancement of the pork industry.

Junior Members. Junior members shall be any individual under the age of 21 and who is actively engaged in raising porcine animals. Junior membership is separate and distinct from Regular and Associate Membership, and is required for youth to participate in Oregon Pork Producers sponsored youth activities. Junior members may be published in the directory if approved by their parent and/or guardian.

Lifetime Members. Individuals who have received the distinguished service award will also be awarded lifetime membership and will have the same privileges as a regular member.

Annual dues for Regular and Associate members shall be \$20.00, payable by January 31 each year. Annual dues for Junior members shall be \$5.00 payable by January 31 each year.

Section 2. Rights of Members

Each dues paying regular member shall be entitled to one vote at the annual and any special meetings of the membership.

No member shall be entitled to a vote unless he/she is in good standing by payment of the annual dues and has paid appropriate pork checkoff within past year.

ARTICLE III. – MEETINGS OF MEMBERS

Section 1. Annual Meeting

Notice of the annual meeting shall be given at the previous annual meeting or by the secretary mailing such notice to each member at the last known address at least fifteen days prior to the annual meeting, except that in all events the members may waive any notice.

The order of business of the annual meeting of the members shall be as follows:

1. Call to order
2. Reading and approval of the minutes of the last meeting
3. Report of the Treasurer
4. Report of the Board of Directors
5. Report of standing and special committees
6. Unfinished Business
7. New Business
8. Elections
9. Adjournment

Section 2. Special Meetings

Special meetings of the members may be called as follows:

1. By the president
2. By any two (2) Board members.

Section 3. Quorum

Except as hereinafter provided, as any annual or special meeting, ten (10) of the total members shall constitute a quorum. If no quorum is present, then adjournment may be taken to a date not less than seven (7), no more than fifteen (15) days thereafter, and the members present at any such adjourned meeting shall constitute a quorum regardless of the number of members present.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Board Size

There shall be a minimum of nine (9) persons elected from the membership. No less than two positions shall be held by females and no less than two positions shall be held by males. One position may be elected from the associate members to represent allied industry.

If an Oregon Pork Producers member is selected to the National Pork Board, they will hold a non-voting position on the Board of Directors.

Section 2. Election and Term of Office

Directors shall be elected at the annual meeting. The directors shall hold office for a term of three years.

Voting for directors shall be conducted by vote by mail ballots and/or during the annual meeting. Each member may choose to return their ballot by mail as instructed by the nominations coordinator or in person during the annual meeting.

The following shall apply to voting by mail procedures:

A member shall not vote for a director other than by being present at the annual meeting or by using an official mail ballot as authorized by the board of directors.

The ballot shall be in a form prescribed by the board of directors.

If the ballot of a member is received by the nominations coordinator on or before the annual meeting or as otherwise prescribed, the ballot shall be accepted and counted as the vote of the member.

Section 3. Vacancy and Removal

In the event of a vacancy, the empty position will be appointed by the president, or by the board of directors, as soon as possible. Tenure of the appointment will extend until the next annual meeting.

Directors are expected to attend a minimum of 6 out of the 10 meetings. Directors may be replaced at the Board of Directors discretion due to the lack of attendance

Section 4. Non-Voting Board Member Appointments

The Board of Directors will appoint the following as a director of the Oregon Pork Producers: Oregon State Swine Specialist, Oregon Secretary of Agriculture, Oregon State Veterinarian, OSU College of Agricultural Sciences Dean, OSU College of Agricultural Sciences Animal Sciences Department Head, Oregon Extension Executive Director. These representative members will not have voting rights during Board of Director meetings. These appointed representative positions are not necessarily elected members of the Board of Directors.

Section 5. Affairs Management

The Board of Directors shall have the complete management of the affairs of the corporation, including, but not limited to the following:

1. Purchase, sell, lease, mortgage, and generally conduct the business of the corporation in regard to all matters concerning real and personal property.
2. Invest the funds of the corporation in such a matter as they deem for the best purpose of the corporation.
3. May borrow money on such terms and conditions as deemed feasible from banks or other commercial sources, or from members, or from themselves.

Section 6. Board Action

The Board may take action upon the concurring votes of a majority of its members by mail, telephone, telegraph or by other means of communication when, in the opinion of the President of the Board, such action must be taken before a meeting can be called. Action taken by this emergency procedure is valid only if all members are notified and provided the opportunity to vote and any telephone vote is confirmed promptly in writing and recorded in the Board minutes. Any action so taken shall have the same force and effect as though such action had been taken at a properly convened meeting of the board

Section 7. Quorum

A majority of the members shall constitute a quorum at a properly convened meeting of the Board, and action shall be determined by no less than a majority of those voting. All votes shall be in person except as specified in Article III, Section 6 of these Bylaws. Any member may attend any meeting of the Board of Directors.

ARTICLE V – OFFICERS

Section 1. Officers

The officers of the corporation shall be president, vice president, secretary, and treasurer. They shall be elected by the Board of Directors at the first meeting following the annual meeting.

Section 2. Officer Duties

The president shall preside at all meetings of the members and all meetings of the Board of Directors. The president shall be the official executive officer of the Corporation with power to execute on behalf of the corporation all notes, checks, drafts, of other orders for the disbursement of funds and shall perform such other duties as customarily appertain to the office of president as directed to perform, by the resolution of the Board of Directors.

Section 3.

The vice president shall have and exercise all of the powers, authority, and duties of the president in the absence or disability of the president.

Section 4.

The secretary shall prepare and maintain records of the meetings of the members and Board of Directors and shall give the notice of all meetings. The secretary shall attest all deeds, mortgages, and notes executed by the corporation.

Section 5.

The treasurer shall have the custody of all of the funds, securities, valuable papers, and other assets from the corporation's bank accounts and shall present to the Board of Directors financial statements showing the condition of the corporation prior to the annual meeting each year.

ARTICLE VI – COMMITTEES

Section 1.

Committees may be created as necessary to complete specific matters on behalf of the board of directors. Appointment of members shall be with the approval of the board of directors.

Section 2. Committee Membership

Any member on a sub-committee of the Oregon Pork Producers must be a current paid member.

ARTICLE VII – FISCAL YEAR

Section 1.

The fiscal year shall commence on January 1 and terminate on December 31 of each year.

ARTICLE VIII – RULES AND PARLIMENTARY AUTHORITY

Section 1.

The Board shall have the authority to adopt special or standing rules to govern its proceedings.

Section 2.

The rules contained in the current edition of Robert's Rules of Order shall govern the proceedings of the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, provisions of the Order, and any rules and regulations that may be adopted by the Board.

ARTICLE IX – AMENDMENTS

Section 1.

Proposed amendments to these bylaws may be submitted by a paid member. Proposed amendments from a member must be submitted in writing to the board of directors 60 days before the annual meeting of the Oregon Pork Producers. A proposed amendment to the bylaws must be approved at the Board of Director meeting prior to the next annual meeting.

All amendment(s) (approved by the Board of Directors) may be adopted at any annual meeting by a two-thirds vote of the of the eligible regular members voting at the annual meeting or at any special meeting duly called for the purpose of amending the by-laws, provided the total vote shall be at least twenty-five percent (25%) of the total eligible regular membership. Eligible regular membership is as defined in Article II of these by-laws.

Adopted this 16th day of February 2013

President

Secretary