

INTERNATIONAL MILK HAULERS ASSOCIATION

CONSTITUTION AND BYLAWS

WHEREAS, members of several regional, bi-state and local milk haulers and state associations, from time to time, meet to discuss common problems and to exchange ideas, all for the purpose of furthering the interests of the milk hauling industry; and

WHEREAS, it has been determined that it would be in the best interests of all milk haulers to form an incorporated, non-stock, non-profit and federally tax-exempt association of milk haulers and state milk hauler associations to further promote these interests;

NOW therefore, the various milk haulers and state milk hauler associations, which now execute this agreement, do so form an international association under the following terms and conditions with the purposes and functions hereinafter set forth.

PURPOSES

THE ASSOCIATION SHALL HAVE THE FOLLOWING PURPOSES:

1. To ensure an instrument for milk haulers to provide for, on an international basis, the protection of the continued business of milk hauling on a profitable basis.
2. To provide a unified voice to speak for the various milk haulers and milk hauler state associations on matters in which they have a vital and common concern.
3. To provide a forum for bringing together leadership from among the various milk haulers and milk hauler state associations; where they can jointly address themselves to the many concerns affecting milk hauling and to explore methods of dealing with these concerns.
4. To provide a vehicle to speak for the various milk haulers and milk hauler state associations in relationship with other organizations and institutions connected with the milk hauling industry.
5. To provide a means for developing standards for efficient and profitable milk hauling and to correct abuses occurring within the industry.
6. To acquire and preserve trade information pertaining to the milk hauling industry and to disseminate such information to its member.
7. Generally, to strengthen, improve and promote the welfare and best interests of the milk hauling industry and to do any and all things necessary and proper for the accomplishment of the foregoing objectives or other proper and lawful purposes of the association.

FUNCTIONS

THE ASSOCIATION MAY, AMONG OTHERS, PROVIDE THE FOLLOWING FUNCTIONS:

1. Sponsoring and developing seminars, workshops and other learning experiences for leadership to broaden the understanding of common problems and to develop an appropriate methodology.
2. Developing an interchange of information in the field of milk hauling, through periodicals or otherwise.
3. Developing recommendations regarding standards of business operation.
4. Developing position statements and representing the common position of various milk haulers and milk hauler state associations on a unified basis.

5. Assisting in resolving controversies and misunderstandings which may arise between member associations or between members and other person or organizations engaged in, or dealing with, the milk hauling industry, or the general public.
 6. Representing the milk hauling industry in governmental and legislative affairs.
 7. Developing a program of cooperation and to cooperate with public health authorities and agencies and others, in order to establish and maintain sound and sanitary standards and methods of handling and hauling milk in the course of transportation from producers to plants.
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BYLAWS

ARTICLE I NAME

THE NAME OF THE ORGANIZATION IS AND SHALL BE:

"INTERNATIONAL MILK HAULERS ASSOCIATION" (IMHA)

REGISTERED OFFICE

Until changed by the association, its business address shall be the office of the Executive Director.

ARTICLE II Objective

The objective of this association shall be to promote the dairy transportation industry and its viability, safety, and security in the dairy industry.

ARTICLE III Membership

1. Classifications: There shall be the following classes of members:
 - A. **Transportation Company**. Companies that transport liquid dairy and dairy products in a commercial motor vehicle licensed with the proper governing authority. There are two sub-sections:
 - i. Up to 100 truck units
 - ii. Over 100 truck units
 - B. **Allied**. Allied members market for sale, a service or product to the industry.
 - C. **Cooperative**. Cooperatives are a collection of dairy farmers working together to bring milk and other dairy products to market. They may operate their own commercial motor vehicles or contract for transportation.
 - D. **Processor**. Processors are facilities that manufacture raw milk into finished products and provide by-products for other manufacturing.
 - E. **Associations**. State or National Associations with an interest in supporting IMHA.
2. Eligibility. Any organization in a class listed above is eligible for membership in this association and shall become a member upon receipt of payment for the appropriate category of membership.
3. Expulsion or Suspension of Members. A member may be expelled or suspended by a two thirds (2/3) vote of the Board of Directors, due to violation of the Bylaws or business ethical concerns discovered by the Board. Failure to remit annual dues or other fees on a timely basis will result in automatic expulsion.

ARTICLE IV

Meetings

1. Annual. The Annual Meeting of Membership shall be held each year at a time and place determined by the board of directors. Notices shall be sent at least (30) days before the meeting. The Annual meeting shall be for the purpose of electing directors to the board, receiving reports of officers and committees, and for any other business that may arise.
2. Special. Special meetings may be called by the President or a majority of the board of directors. The purpose of the meeting shall be stated in the notice at least ten days prior to the meeting date.
3. Quorum. At least six members of the board and all members in good standing shall constitute a quorum.
4. Cancellations. The board of directors may cancel any meeting and provide notice at least 45 days prior to the meeting start date. The meeting may be rescheduled at a future reasonable date as determined by the Board.
5. Meetings Held Electronically. Except as otherwise provided in these bylaws, meetings of the Association shall be conducted in-person as legally permissible by the state the meeting is held at. If in-person is not permitted, the meeting will be held through use of Internet meeting services designated by the President that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Association shall be subject to all rules adopted by the Board to govern them, which may include any reasonable limitations on, and requirements for, members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the Association. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

ARTICLE V

Board of Directors

1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.
2. Composition. The board of directors shall be comprised of representatives from the Transportation Company membership and serve as the governing body of the association. No more than one voting member company representative may serve on the board at the same time. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than nine (9), nor more than twenty (20) including the following officers: President, Vice-President, Secretary, and Treasurer. Honorary and Advisory members shall not have voting rights. There shall be no more than five Advisory members from the Allied, Coop, and Processor membership.
3. Term of Office. The term limit for each elected board member will be three (3) years. Advisory members are elected by the board and shall serve for (2) years. Advisory members may be re-elected. Honorary Directors shall serve indefinitely or until that person resigns.
4. Vacancy in Office. A vacancy in any office, except President, shall be filled by the board of directors.

5. Duties. The board of directors shall be subject to the orders of the association and none of its acts shall conflict with action taken by the association. The board of directors, as the governing body, shall:
 - A. have general supervision of the affairs of the association between meetings;
 - B. fix the date, hour, and place of meetings;
 - C. make recommendations to the association;
 - D. declare an office vacant when a director resigns, or is otherwise unable to continue to serve;
 - E. adopt rules as needed to carry on the business of the board, provided such rules are not in conflict with these bylaws or any special rules of order or standing rules adopted by the association; and
 - F. perform such other duties as are specified in these bylaws or ordered by the association.
6. Meetings.
 - A. Regular meetings of the board of directors shall be held quarterly and may be conducted either electronically or in-person as determined by the President or Vice-President.
 - B. Special meetings may be called by the President or a majority of the board of directors. The purpose of the meeting shall be stated in the notice at least ten days prior to the meeting date.
 - C. A majority of the members of the board of directors shall constitute a quorum.
 - D. Board meetings in-person shall be held at a predetermined location by the Board but members who are not present shall have the right to participate by telephone, subject to any limitations established in rules adopted by the Board to govern such participation.
 - E. Each member of the governing body is required to attend at least three meetings per year to maintain eligibility of serving on the board. If a member fails to meet this requirement, the board of directors may ask the member to step down.
7. NCIMS Delegates.
 - A. Delegate representation is based on members elected to serve on the Hauling Committee and the Executive Director.
 - B. Vacancies in delegate or alternate positions may be suggested by the President to the Hauling Committee Chair.

ARTICLE VI

Officers

1. Officers. The officers of this association shall be a President, Vice-President, Secretary, and a Treasurer.
2. Term of Office. Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall service for a term of two years or until their successors are elected. No officer shall serve more than four consecutive terms in the same office.
3. Vacancy in Office. A vacancy in any office except President shall be filled by the board of directors.
4. Duties. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws and in the adopted parliamentary authority.

- A. The President shall:
 - i. preside at all meetings of the association and the board of directors;
 - ii. appoint chair of committees;
 - iii. fulfill such other duties as may be assigned by the association or the board of directors.
 - B. The Vice-President shall:
 - i. perform the presiding duties of the president in the absence of or at the request of the President;
 - ii. fill the unexpired term if a vacancy occurs in the office of president; and
 - iii. fulfill such other duties as may be assigned by the association, the board of directors or the President.
 - C. The Secretary shall:
 - i. record the minutes of all meetings of the association and the board of directors;
 - ii. be custodian of all documents, including the association bylaws, special rules, and standing rules;
 - iii. conduct correspondence as directed by the association, the board of directors, or the President;
 - iv. send a notice of the annual membership meeting to each association member;
 - v. coordinate each board of directors meeting with the President and send the notice to each board director; and
 - vi. fulfill such other duties as may be assigned by the association, the board of directors, or the President.
 - D. The Treasurer shall:
 - i. approve disbursement of funds;
 - ii. present a financial statement at each association meeting and as requested by the board of directors;
 - iii. review the financial records as needed;
 - iv. fulfill other duties as may be assigned by the association, the board of directors, or the President.
5. Nominations. Nominations for the board of directors shall be provided by a nominating committee of three members and shall:
- A. Consist of the Immediate Past President, Secretary, and an Honorary Director.
 - B. At the Annual Board meeting, present a slate of at least one individual for each open office seat, provided consent has been obtained from each nominee.
6. Elections.
- A. The officers shall be elected at the Board meeting immediately following the Annual Business meeting.
 - B. Nominations may be from the floor, provided consent has been obtained from the nominee.
 - C. Elections shall be by ballot except when there is only one nominee for an office. Election may be by voice vote.
 - D. If an Election is not held due to a national shutdown, pandemic, or other emergency situation, the current board and officers will remain until their successors are elected at the next scheduled Annual Business meeting.

ARTICLE VII Committees

1. Executive Committee. The Executive Committee is made up of a President, Vice President, Secretary, Treasurer, and Executive Director.
2. Legislative Committee. The Legislative Committee is made up of a President, Vice-President, Executive Director, and two other board members.
3. Other Committees. Other committees, standing or special, shall be created as the association shall from time to time deem necessary to carry on the work of the association. The chair and members of such committees shall be appointed by the President, except that in the absence of the President, the board of directors may appoint the chair and members of a special committee, who shall be treated as though appointed by the President.
4. Ex-officio Membership. The President shall be an ex-officio member of all committees except the nominating committee.

ARTICLE VIII Conflict of Interest and Compensation

1. **Purpose.** The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (IMHA) interest 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.
2. **Definitions.** 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.

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 with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential 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 favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. 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.

3. **Procedures.**
 - a. **Duty to Disclose.** 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. Determining Whether a Conflict of Interest Exists. 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. The remaining board or committee members shall decide if a conflict of interest exists.
 - c. Procedures for Addressing the Conflict of Interest
 - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
 - d. Violations of the Conflicts of Interest Policy
 - i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
4. **Records of Proceedings**
- a. The minutes of the governing board and all committees with board delegated powers shall contain:
The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
5. **Compensation.** Board members and Officers do not receive compensation.

6. **Annual Statements.** Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
- a. Has received a copy of the conflicts of interest policy.
 - b. Has read and understands the policy.
 - c. Has agreed to comply with the policy, and
 - d. Understand the Organization is non-profit in nature and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE IX

Books and Records

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

1. Dues. The annual dues for each class of member shall be set from time to time by the board of directors.
2. Dues Payment Dates. Dues shall be due and payable to the IMHA office by January 31. Membership shall be delinquent if dues are not paid by February 28, and forfeited if not paid by May 31.
3. Membership Year. The membership year shall be January 1 through December 31.
4. Application of Dues. Dues paid shall extend through the next membership year for a new member who joins after September 30.
5. Fiscal Year. The fiscal year shall be January 1 through December 31.

ARTICLE X

Anti-trust

Each Member acknowledges that the Members are committed to fostering competition in the development of new products and services and that the Corporation's specifications are intended to promote such competition. The Members further acknowledge that some of them may compete with one another in various lines of business and that it is therefore imperative that they and their representatives act in a manner that does not violate any applicable antitrust laws and regulations. Without limiting the generality of the foregoing, the Members acknowledge that the Members that are competitors shall not discuss issues relating to absolute or particular product costs, product pricing, methods or channels of product distribution, any division of markets, or allocation of customers or any other topic that would be prohibited by applicable antitrust laws. Accordingly, each Member hereby assumes responsibility to provide appropriate legal counsel to its representatives acting according to these Bylaws regarding the importance of limiting their discussions to subjects that relate to the purposes of the Corporation, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise.

Each Member consents to the Corporation's giving notice of Member's membership in the Corporation, to the extent necessary for the Corporation to invoke the protection of the National Cooperative Research and Production Act of 1993. (15 U.S.C. §§4301 et seq.), if the Corporation decides to invoke such protection.

ARTICLE XI Dissolution

In the event of the dissolution of the association, the assets shall be liquidated and distributed to charity(s) from a list of recommendations by the board. No funds shall inure to the benefit of individual members.

ARTICLE XII Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of this association in all cases to which they are applicable and in which they are not inconsistent with the bylaws of IMHA, these bylaws, any special rules of order the association may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

ARTICLE XII Amendment

1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

Adopted & Approved, January 2023, Charlotte, NC
Adopted & Approved, November 2013, Chicago, IL
Adopted & Approved, April 2001, Mesa, Arizona