

CONSTITUTION

COLLEGIATE DAIRY PRODUCTS EVALUATION CONTEST

(Adopted March 4, 2016)

ARTICLE I: NAME AND PURPOSE

Section - Name

The name of this organization shall be the Collegiate Dairy Products Evaluation Contest

Section 2 - Purpose

The purpose of this organization shall be to serve as the final decision-making body, providing the overall direction for the Collegiate Dairy Products Evaluation Contest or other unique dairy product contests or events (such as regional contests). It will guide strategic development, be responsible for the overall public image of the contests or events and strive to enhance working relationships between educational institutions and dairy industries and industry professionals.

ARTICLE II: BOARD OF DIRECTORS

Section 1 - Members

The Board of Directors of this organization shall be composed of no more than 15 members who serve for a three-year term with a term limit of two consecutive terms. Board members may serve a third term if other qualified and interested individuals are not recruited as new Board members. Term of Board members begins with their election at the annual meeting held during the national contest and continues until the next annual meeting election. Members of the Board shall be comprised of enthusiastic and willing individuals from any segment of the dairy industry, either independent or affiliated with an organization. At least three members are to be selected from the instructors of judging of dairy products from an accredited institution of higher learning if they are available and willing to serve. No more than seven members are to be selected from the "official judges" category. At least four members are to be selected from "major" industry donor organizations to the Collegiate Dairy Products Evaluation Contest.

Section 2 - Ex Officio Members

Ex-officio members of the Board include the Superintendent of the contest and/or an Executive Director if one is hired by the Board of Directors. The Board of Directors, at its discretion, may name other individuals to serve as ex-officio members. Ex Officio board members are full participants in all meetings and discussions but do not have official voting privileges.

Section 3 - Vacancies

Vacancies of the Board of Directors of this organization shall be filled by nominees of the nominating committee and then elected by the Board of Directors. The person elected to fill a vacancy will serve out the term of the resigning member.

Section 4 - Powers

The Board of Directors shall manage the affairs of the organization and shall have power, among other things, to elect the officers of the organization from its own membership; to select or hire an Executive Director and/or managing partner(s) to perform specific duties; to review and approve additional members of the organization; to raise funds, and to recommend allocation or assignment of such funds; and shall have the powers necessary or appropriate to carry out the purposes of the organization. (See By Laws for the Duties of the CDPEC Board of Directors, Management and Standing Committees.)

Section 5 - Incorporation and Termination

The Collegiate Dairy Products Evaluation Contest was established in October 2011, (CDPEC has non-profit status through a management agreement with the National Dairy Shrine). If this organization terminates or ceases its activities and votes to non-exist, the Board of Directors shall have the power to donate all remaining funds after all expenses are paid and all receivables collected to the National Dairy Shrine, (a 501 C-3 tax-exempt non-profit educational national dairy organization).

Section 6 - Meetings

Unless otherwise provided by a resolution of the Board of Directors, there shall not be less than one annual meeting of the Board each year at such time and place as may be designated by the Chair, with business conducted on a set schedule by conference call, meeting or other communication. Special meetings of the Board of Directors shall be held whenever called by the Chair or when requested in writing by not less than five members of the Board.

Section 7 - Notice of Meetings

Five days written notice of each meeting of the Board shall be given to each Director and shall state the time and place of the meeting and, in the case of a special meeting, such notice shall also state the purpose of the meeting.

Section 8 - Quorum

A quorum of two thirds of the Board of Directors is required for the conduct of organization business.

Section 9 - Conduct of meetings

Robert's Rules of Order shall be the parliamentary guide in the conduct of all meetings of the organization.

ARTICLE III: EXECUTIVE COMMITTEE

Section 1 - Personnel

The officers of the organization (Chair, Vice-Chair, Secretary and Standing Committee Chairs) shall constitute the Executive Committee. Any vacancies occurring on the Executive Committee shall be filled by special election by the Board of Directors for the unexpired term.

Section 2 - Powers and Duties

The Executive Committee shall act on behalf of the Board of Directors between meetings of the Board. It shall report its official actions at the next annual meeting of the Board.

Section 3 - Organization

The Chair of the Board shall be Chair of the Executive Committee. The Executive Committee shall make its own regulations as to notice of meetings, manner of acting, and other rules for the conduct of its affairs.

Section 4 - Quorum

Three members of the Executive Committee shall constitute a quorum for the transaction of business.

ARTICLE IV: Officers

Section 1 - Election

The Officers of the organization shall be elected at the annual meeting by the Board of Directors serving their terms for the coming year and shall consist of a Chair, Vice-Chair, Secretary, Standing Committee Chairs, and other such officers as the Board of Directors from time to time may deem necessary.

Section 2 - Term

Officers shall be elected at the annual meeting for a term of ONE year and shall serve until the election of their successors. Officers may serve multiple one year terms but cannot exceed their term limits of board membership. Officers shall be nominated by the Nominating Committee and elected by a majority vote of the Board of Directors.

ARTICLE V: FISCAL YEAR

Section 1 - Fiscal Year

The fiscal year of the corporation shall commence on August 1 and end on July 31 of the following calendar year.

ARTICLE VI: AMMENDMENTS

Section 1 - Amendments

This constitution may be amended at any regular or special meeting of the organization, provided that notice of the proposed amendment shall have been given in the notice of such meeting and such amendment is adopted by a majority vote of the Board of Directors.