

## BY-LAWS

### NORTH AMERICAN MEAT PROCESSORS ASSOCIATION

As adopted October 22, 1983;  
amended October 13, 1984;  
amended November 1, 1986;  
amended October 31, 1987;  
amended March 24, 1988;  
amended October 21, 1992;  
amended March 21, 1996;  
amended March 18, 1999;  
amended September 22, 1999;  
amended March 22, 2001;  
amended October 13, 2004;  
amended March 2007;  
amended September 9, 2009;  
amended November 22, 2010

# By-Laws

## NORTH AMERICAN MEAT PROCESSORS ASSOCIATION

### ARTICLE 1

#### NAME, LOCATION and SEAL

##### Section 1.

The name of this organization shall be the NORTH AMERICAN MEAT PROCESSORS ASSOCIATION, a non-profit corporation, incorporated in the State of Illinois on October 14, 1942.

##### Section 2.

The office of the Association shall be located in such localities as may be determined by the Board of Directors.

### ARTICLE 2

#### OBJECTIVES

By these means we seek to advance the goals and aspirations of our members ... to conduct education and promotional programs for the expansion and benefit of the industry ...

- \* To establish mutually equitable relations for all with whom we share a common bond.
- \* To promote the businesses of processors of meats, meat products, poultry, game, seafood, and provisions to the foodservice industry as well as the processing and other businesses of members of this Association.
- \* To provide opportunity for the exchange of experience and opinions through discussion, study, and publications.
- \* To develop and encourage the practice of high standards of business ethics among those engaged in the meat processing industry and advance lawful and fair trade practices, customs, and policies.

- \* To further vocational training and education and cooperate with colleges, universities, and other schools of learning, in developing courses of study for those associated with or desirous of becoming affiliated in the meat processing industry.
- \* To conduct annual meetings, management conferences, and seminars for the presentation of the latest developments in the industry and for the solution of common problems.
- \* To disseminate among the members in the industry, information that may be desired by the members or may be beneficial to the members and the industry.
- \* To cooperate and assist local or regional associations of meat processors in the common endeavor to advance the meat processing industry.
- \* To establish awards for distinguished and outstanding accomplishments or services to the Association and the industry it represents.
- \* To cooperate with government and agencies thereof with respect to laws and regulations affecting the meat processing industry.
- \* To aid in the standardization of the products processed and distributed by the industry.
- \* To engage in any lawful activities which will enhance the efficient and economic progress of the industry and apprise the public of its scope and character.
- \* To analyze the financial structure of the industry in reference to capital investments and earnings and to promote sound accounting practices and costing methods.
- \* To cooperate with all other trade associations representing the meat industry or segments thereof and calculated to benefit the public and the economic enhancement of the meat and livestock industries.
- \* To establish and maintain a central office to coordinate the activities of the industry and to cooperate with other branches of meat and food industries for the general benefit of members and the public.

## ARTICLE 3

### MEMBERSHIP

#### Section 1. QUALIFICATION:

Membership in this Association shall be composed of persons, firms, or corporations engaged in the business of processing meat or meat-based products, or who supply products or services that would aid or be helpful to the persons, firms or corporations first described, and who agree to abide by the Association's Code of Ethics.

The Board of Directors may adopt declarations of policy respecting membership qualification and classification and in implementation of this section.

#### Section 2. CLASSES OF MEMBERSHIP AND VOTING RIGHTS:

There are five classes of membership: Regular, Associate, Honorary, Educational, and Social.

A Regular Member is one who is federally or state inspected or is inspected by an international recognized inspection service approved by the United States Department of Agriculture (USDA) and who processes and adds value to the meat or meat-based products they sell. Processing is defined to include activities such as, cutting, packaging, portioning, grinding, smoking, cooking, curing and any and all tasks normally associated with meat, poultry, game and seafood operations. Any Regular Member as of October 1, 2004 shall be able to retain Regular Member status in the organization.

An Associate Member is one who supplies products or services that would aid or be helpful to the persons, firms or corporations described in this section and who is not eligible to join as a Regular Member. Examples of such are equipment manufacturers, suppliers of equipment and other items helpful to Regular Members, brokers of food products, etc.

Honorary membership shall be recommended by the Executive Committee and may be conferred by the Board of Directors on any person who shall have rendered honorable and distinguished service to the Association and the industry it represents.

Educational membership may be conferred upon any individual by the Board of Directors who is affiliated with an institution of higher learning.

Social Membership may be conferred on any person no longer affiliated in the meat and/or related food businesses and whose immediate former company was a member in good standing in the Association.

Only persons, firms or corporations who are ineligible to be a Regular Member, and who are otherwise eligible to become an Associate, Honorary, Educational, or Social member, qualify for these member classifications.

Only Regular Members and Associate Members shall have the right to vote or serve on the Board of Directors. Only Regular Members shall have the right to hold office in the Association.

The Board of Directors may adopt declarations of policy respecting the benefits available to the different classes of membership.

Section 3. VOTING:

Each Regular and Associate member firm, partnership or corporation shall appoint and certify to the Secretary of the Association a designated representative for the purpose of voting on Association matters.

Section 4. APPLICATION FOR MEMBERSHIP:

All applicants for membership shall complete and sign the form of application provided by the Association and submit the application to the principal office of the Association. The prospective member shall list their designated representative on the application form. The designated representative may only be changed upon written notification by the chief executive officer of the member to the Secretary of the Association.

The Board of Directors shall qualify the process for new membership in the organization, including, but not limited to, such items as a comment period for current members concerning new member applications.

Such application shall include an agreement by the applicant to abide by the Association's Code of Ethics.

Section 5. REMOVAL:

Non-payment of dues will result in loss of membership in the Association.

A member may be removed upon two-thirds vote of all of the Board of Directors, only after that member has been advised of the complaint lodged against him and has been given an opportunity for defense against said complaint.

Section 6. RESIGNATION:

Any member may resign by filing a written resignation with the Secretary.

Section 7. REINSTATEMENT:

A former member may be reinstated on showing proof of current qualification.

Section 8. TRANSFER OF MEMBERSHIP:

Membership in the Association is not transferable or assignable. This would include a member that sold stock, merged, or acquisition by another entity.

ARTICLE 4

DUES AND FISCAL YEAR

Section 1. ESTABLISHMENT OF DUES:

The Board of Directors shall determine the annual dues to be paid by members. Dues may be fixed on a graduated basis related to the volume of business done by a member or on such other classification which the Board of Directors may determine.

Section 2. PAYMENT OF DUES:

Dues shall be payable in advance. The dues of a new member may be a fixed amount for the first year of membership.

Section 3. DELINQUENCY AND CANCELLATION:

Any member of the Association who shall be delinquent in dues for a period of thirty (30) days from the time dues become due, shall be notified of such delinquency by the Secretary. If payment of dues is not made within the next succeeding sixty (60) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

Dues shall become due and payable as of the first day of the Association's fiscal year.

Section 4. REFUNDS:

No dues shall be refunded to any member whose membership terminates for any reason.

Section 5. FISCAL YEAR:

The fiscal year shall commence on October 1 of each year and end as the last day of September of each year.

ARTICLE 5

MEETING OF MEMBERS

Section 1. ANNUAL MEETINGS:

The Annual Meeting of the members of the Association shall be held at such place and on such dates as may be determined by the Board of Directors.

Section 2. SPECIAL MEETINGS:

Special meetings of the members of the Association may be called by the Board of Directors. Upon written request of not less than twenty-five (25%) percent of the Regular Members of the Association, the President shall call a special meeting of members to consider the specific subject or subjects specified in the request and no other business shall be considered at such special meeting.

Section 3. NOTICE OF MEETING:

Written notice of the Annual Meeting of the Membership of the Association shall be mailed to each member not less than thirty (30) days before the date of the meeting.

Written notice of a Special Meeting of the members of the Association shall be mailed to each member not less than ten (10) days before the date of the meeting. Such notice shall state the subject or subjects to be considered and shall include an agenda for said meeting.

All meeting notices shall be mailed to the last address known by the Association.

Section 4. QUORUM:

At an Annual or Special Meeting of members, a quorum shall consist of such Regular Members of the Association who attend the meeting.

Section 5. VOTING:

Only eligible members represented by the designated representative may vote at any meeting of the membership. Each member shall have only one (1) vote on any matter submitted for a vote to the members.

A member may vote in person or by proxy executed in writing by the member and delivered to the Secretary. No proxy shall be valid for any meeting other than that specified in the proxy.

Section 6. RULES OF ORDER:

The meetings and proceedings of the Association shall be regulated and controlled according to Roberts' Rules of Order (last revised) for parliamentary procedure, except as may be otherwise provide by in the By-Laws.

ARTICLE 6

BOARD OF DIRECTORS

Section 1. AUTHORITY AND RESPONSIBILITY:

The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively maintain its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 2. COMPOSITION:

The Board of Directors shall consist of the Chair of the Board of Directors, the President, the Vice President, the Treasurer, the Assistant Treasurer, thirty (30) Regular Members and six (6) Associate Members of the Association elected as herein provided and who shall be in addition to the five (5) officers prescribed provided however, that no two members of the Board of Directors are partners, employees, officers or directors of the same member company.

Section 3. ELECTION AND TERM:

Directors shall be elected at the Association's Annual Meeting of the Membership by vote of the majority of members present and voting, and shall take office at its conclusion. Ten (10) Regular Members and two (2) Associate Members shall be elected to full terms as Directors at each Annual Meeting of the Membership. A full term for all Directors shall consist of three (3) years.

In the event of any vacancies of the Board of Directors for unexpired terms subject to the provisions of Section 10 of this Article, those Directors will also be elected at the Associations' Annual Meeting of the Membership in accordance with the procedure stated above.

Any Director shall be eligible for re-election; provided however, that no Director shall be elected to more than two (2) consecutive terms. Any Director elected to two (2) consecutive terms of any duration shall not be eligible for re-election to another term until at least one year has elapsed.

Section 4. NOMINATIONS:

The Executive Committee, plus the Immediate Past Chair of Board, if still active in the Association, and three (3) Regular and/or Associate Members appointed by the Chair of the Board, shall constitute a Nominating Committee, whose duty it shall be to nominate candidates for Directors to be elected at the next following Annual Meeting of the Membership. The Nominating Committee shall nominate that number of candidates equal to the number of seats on the Board which expire at the next Annual Meeting, giving due regard to selecting eligible candidates from all geographical areas, types of businesses, and sizes of members composing the Association's membership.

The Nominating Committee shall notify the Secretary in writing, at least forty-five (45) days before the date of the Annual Meeting of the Membership, of the names of such candidates, and the Secretary shall mail a copy thereof to the members or publicize their names in a Newsletter, at least thirty (30) days before the Annual Meeting.

Nominations for Directors may also be made by written nomination signed by not less than twenty-five (25) Regular Members and filed with the Secretary at or before the commencement of the Annual Meeting of the Membership.

The Chair of the Board of Directors shall be chair of the Nominating Committee and shall communicate with the members of the Committee or arrange a meeting thereof, for the purpose of selecting a slate of candidates. The Nominating Committee may adopt rules and regulations governing their procedures. The Committee shall also nominate a candidate for the office of Assistant Treasurer, and a candidate for the Associate Member company representative on the Executive Committee.

Section 5. QUORUM:

A majority of the Board shall constitute a quorum for the transaction of the business of the Association, and any such business thus transacted shall be valid, providing it is affirmatively passed upon by a majority of those present.

Section 6. MEETINGS:

The Annual Meeting of the Board shall be held at the time of the Annual Meeting of the Association.

A Regular Meeting of the Board shall be held at the time of the Management Conference of the Association.

Additional Regular Meetings of the Board may be held upon the call of the Chair of the Board or a signed request of a majority of the Directors.

The Chair of the Board may call a Special Meeting of the Board to consider one or more specific matters (and no others) and shall call such Special Meeting upon the written petition of not less than twenty-five (25) percent to the Directors.

Section 7. NOTICE:

Notice of all Regular Meetings of the Board shall be given to the Directors not less than thirty (30) days before the meeting is held.

Notice of Special Meetings of the Board shall be given to the Directors not less than seven (7) days before the meeting is held. Notice of Special Meetings may be given by written notice, telephone, fax, electronically, or telegram. Said notices shall include the agenda of the meeting.

Section 8. VOTING:

The voting rights of the Director may not be delegated to another nor exercised by proxy.

Section 9. MAIL/FAX/PHONE/ELECTRONIC VOTE:

Whenever, in the judgment of the Chair of the Board of Directors, any question shall arise which the Chair considers should be put to a vote of the Board, and when the Chair deems it inexpedient to call a Special Meeting for such purpose, the Chair may, unless otherwise required by these By-Laws, submit such a matter to the Directors in writing by mail, fax, electronically, or conference call for vote and decision, and provided there is a quorum of the Directors participating, the question thus presented shall be determined by at least a majority of those

voting. Votes cast other than by conference call must be received within fifteen (15) days after such submission to the Directors, provided that in each such case at least a quorum of the Board responded and there was at least a majority decision of the Directors received. Any and all action taken in pursuance of a majority mail vote or by conference call in each such case shall be binding upon the Association in the same manner as would as if it had been decided at a meeting of the Board of Directors.

All mail, fax, electronic, or conference call votes and the decisions shall be announced at the next following meeting of the Board of Directors.

Section 10. VACANCIES:

Any vacancy occurring on the Board of Directors by reason of death, resignation, disqualification, incapacity to act, or for any other reason or cause determined by the Executive Committee, shall be filled for the balance of the then current year by the Chair of Board, with the approval of the Executive Committee. If the term of such vacant directorship extends beyond the then current year, the Nominating Committee shall nominate a nominee for the remainder of the term beyond the current year.

Section 11. REMOVAL:

The Board of Directors may, in its discretion, by the affirmative vote of two-thirds (2/3) of its members, remove any Director for cause.

Section 12. COMPENSATION:

Directors and elected officers, except the Secretary, shall not receive any compensation for their services.

Section 13. TERMINATION OF DIRECTORSHIP:

A directorship shall be considered vacant and incumbent's tenure terminated:

1. Upon the Directors' death, resignation or physical or mental incapacity to act;
2. Upon termination of a Directors' company's membership in the Association;
3. Upon termination of a Directors' employment with the member company with whom the Director was employed at the time of the Directors' election or appointment to a directorship;

4. Upon notification by the chief executive officer of the Directors' employer member company that the Director no longer shall be considered that company's designated NAMP representative as listed upon the firm's application for membership or subsequent declaration.

The Board of Directors shall be the sole judge of whether a Director is physically or mentally incapable of performing the duties of a Director.

## ARTICLE 7

### EXECUTIVE COMMITTEE

#### Section 1. AUTHORITY AND RESPONSIBILITY:

The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Association during the interims of Board meetings; provided, however, the Executive Committee shall have no authority of the Board of Directors with respect to those acts specifically set forth in Section 21 of the General Not for Profit Corporation Act of the State of Illinois, or specifically reserved to the Board of Directors by resolution of the Board of Directors or in contravention of a specific policy or resolution theretofore adopted by the Board of Directors.

All actions taken by the Executive Committee shall be reported to the Board at or prior to the next following Board meeting.

#### Section 2. COMPOSITION:

The Executive Committee shall consist of the following officers of the Association: the Chair of the Board of Directors, the President, the Vice President, the Treasurer, and the Assistant Treasurer.

It also shall consist of one representative of an Associate Member company, who shall be elected for a one (1) year term at the Annual Meeting of the Board of Directors and take office at the conclusion of that Board meeting. The person may serve up to three consecutive terms.

The President shall be Chair of the Executive Committee.

#### Section 3. QUORUM:

A majority of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee. The President shall call such meetings as the business of the Association may require.

Section 4. MAIL/ FAX/PHONE/ELECTRONIC VOTE:

Whenever any question arises that the President considers should be put to a vote of the Executive Committee and deems it inexpedient to call a Special Meeting for such purpose, the President may, unless otherwise required by these By-Laws, submit such matter to the members of the Executive Committee in writing for a vote by mail, or by a conference call, fax, or electronic means. The question thus presented shall be determined according to a majority of the votes, provided, that at least four (4) members of the Executive Committee participate in the decision. All votes except by conference call must be received within seven (7) days after submission of the question.

The results of any such vote shall be announced immediately to all members of the Executive Committee.

Section 5. NOTICE:

Notice of any meeting of the Executive Committee shall be given not less than seven (7) days before such meeting except in the case of an emergency.

ARTICLE 8

OFFICERS

Section 1. (A) ELECTED OFFICERS:

The elected officers of the Association shall be a Chair of the Board of Directors, a President, a Vice President, a Treasurer, and an Assistant Treasurer. All officers shall be elected annually at the Annual Meeting of the Board of Directors and take office at the conclusion of that Board meeting.

(B) APPOINTIVE OFFICERS:

The Board of Directors shall appoint an Executive Director and Secretary as a salaried staff head, who shall administer and manage the affairs of the Association under the general direction of the Board of Directors, the Executive Committee, and the President.

Section 2. QUALIFICATION FOR OFFICE:

Any Regular Member shall be eligible for nomination and election to any elective office of the Association.

Section 3. TERM OF OFFICE:

Each elective officer shall take office immediately following the adjournment of the Annual Meeting of the Board of Directors at which they are elected and shall serve for the term of one (1) year and until their successor is duly elected and qualified.

Section 4. VACANCIES:

Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors at any Regular or Special Meeting.

The Board of Directors, in its discretion, by two-thirds (2/3) vote of all of its members, may remove any officer from office for cause.

Section 5. TERMINATION OF TENURE OF OFFICE:

An elective office shall be considered vacant and the incumbent's tenure terminated:

1. Upon the Officers' death, resignation or physical or mental incapacity to act;
2. Upon termination of the officer's Company's membership in the Association;
3. Upon termination of the Officers' employment with the member company with whom the Officer was employed at the time of the Officers' election;
4. Upon notification by the chief executive officer of the Officers' employer member company that the Officer no longer shall be considered that company's designated NAMP representative.

The Board of Directors shall be the sole judge of whether an officer is physically or mentally incapable of performing the duties of their office.

## ARTICLE 9

### DUTIES OF OFFICERS

Section 1. CHAIR OF THE BOARD:

The Chair of the Board of Directors shall preside at all meetings of the Board of Directors. The Chair shall perform such other duties and functions which may be delegated to the Chair by the Board.

Section 2. PRESIDENT:

The President shall be the chief executive officer of the Association; shall preside at all meetings of the members of the Association; and shall be a member ex-officio, with the right to vote, of all committees. The President shall, at the Annual Meeting of the Association and at such other times as deemed proper, communicate to the Association and to the Board of Directors, such matters and make such suggestions and proposals which may, in the Presidents' opinion, tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties necessarily incident to the office of President, or which may be prescribed by the Board of Directors.

Section 3. VICE PRESIDENT:

In the absence of the President or in case of a vacancy in the office of the President, the duties of the President shall be discharged by the Vice President.

Subject to the direction of the President, the Vice President shall serve as Chair of such committees which the President may designate.

The Vice President shall perform such other duties and perform such other functions which may be prescribed by the President or the Board of Directors.

Section 4. TREASURER:

The Treasurer shall be an ex-officio member of the Finance and Budget Committee. The Treasurer shall be one of the officers authorized to sign checks on the bank account(s) of the Association. The Treasurer shall be one of the officers receiving a periodic report of cash receipts and disbursements, cash balances and investments of the Association. The Treasurer shall make a financial report of the Association at the Annual Meeting of the Board of Directors and the Annual Meeting of the Membership of the Association. The Treasurer shall perform such other duties which may be assigned to the Treasurer from time to time by the President or the Board of Directors.

Section 5. ASSISTANT TREASURER:

The Assistant Treasurer shall assist the Treasurer and the Executive Committee in the preparation of the Association's budget. The Assistant Treasurer shall be an ex-officio member of the Finance and Budget Committee. The Assistant Treasurer shall be one of the officers receiving a periodic report of cash receipts and disbursements, cash balances, and investment of the Association. The Assistant Treasurer shall perform such other duties which may be assigned from time to time by the President or the Board of Directors.

Section 6. EXECUTIVE DIRECTOR AND SECRETARY:

The Executive Director and Secretary shall keep and maintain records of memberships, dues and minutes of all meetings of the Association, the Executive Committee and the Board of Directors. The Executive Director shall be chief administrative officer of the Association and shall execute the policies of the Association as promulgated or adopted from time to time by the Board of Directors, or such other person or persons designated by any of them. The Executive Director shall perform the usual and customary services performed by association secretaries, and such other duties and functions as may be prescribed or designated from time to time by the Board of Directors, the Executive Committee or the President, and shall serve as administrator of all committees. The Executive Director shall employ and terminate the employment of members of the staff necessary to carry on the work of the Association and fix their compensation within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management which shall be, in the Executive Directors' judgment, in the best interests of the Association.

The utmost discretion in disclosing any information relevant to the business of the Association shall be used in fulfilling the duties of the office of Executive Director.

The title of this position shall be Executive Director, except when the circumstances require it the incumbent may affix their signature as Secretary or Executive Director and Secretary.

The terms and conditions of this office and the compensation for their work shall be specified by the Board of Directors.

## ARTICLE 10

### STANDING AND SPECIAL COMMITTEES

Section 1. STANDING COMMITTEES:

The Board of Directors may create such standing committees and prescribe their duties as it may from time to time determine. The Board may add to, diminish or modify the powers, authority and responsibilities of any standing committee.

Section 2. SPECIAL COMMITTEES:

Special committees to perform designated duties and functions may be created by the Board of Directors or the President, and their duties and functions outlined by the appointive body or officer.

Section 3. APPOINTMENT:

The President shall appoint the Chair and may appoint the members of all committees, except those committees which the Board of Directors, by resolution, may reserve unto itself for such appointment.

Section 4. TERM OF OFFICE AND RULES:

Committee members shall be appointed to serve until the next following Annual Meeting of the Membership.

Each committee may adopt rules for its own government which are not inconsistent with these By-Laws or with any resolution or motions adopted by the Board of Directors.

## ARTICLE 11

### LOGO

The Association shall have a logo of such design as the Board of Directors may adopt. Such logo shall be imprinted on the stationery of the Association and on such literature, promotional and other document which may be determined by the Board of Directors.

A member in good standing may use the Association's logo on its own stationery and promotional and other literature and equipment. Non-member organizations shall not use the logo on any materials or equipment whatsoever unless authorized to do so in writing by either the Board of Directors or the Executive Director.

All rights to and interests in the Association's logo, including the power to restrict its use, shall at times be in the Association.

## ARTICLE 12

### DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in the By-Laws and no part of said funds shall inure, or be distributed, to the members of the Association. On Dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Nothing in this Article nor in the By-Laws shall preclude the Board of Directors upon

having a quorum of at least three-fourths (3/4) of its membership and by a three-fourths (3/4) majority vote of the quorum present from creating a merger with another organization(s).

## ARTICLE 13

### BY-LAWS AMENDMENT

These By-Laws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) vote of the Directors present at any Annual, Regular or Special Meeting of the Board.

A proposed amendment shall be filed with Secretary not less than thirty (30) days prior to the meeting at which it will be considered, so that due notice thereof of a copy of the proposed amendment may be mailed to all members of the Board of Directors.

## ARTICLE 14

### INDEMNIFICATION

Each person who in the exercise of his duties as a director, officer or employee of this corporation or of any subsidiary corporation of this Association shall be indemnified by the corporation against liabilities incurred as a result of, and expenses (including attorney's fees) reasonably sustained in the defense, or in the compromise or settlement, of any civil, criminal or other action, suit or proceedings, by or on behalf of whomsoever brought, to which such person may be a party or in which they may be otherwise involved by reason of their being or having been a director, officer or employee of the corporation or a subsidiary corporation of this Association.

The foregoing rights of indemnification shall, in the case of the death of a director, officer or employee, inure to the benefit of their heirs and their estate.