

CONSTITUTION AND BYLAWS INDIANA DEER & ELK FARMERS ASSOCIATION, Inc.

Article 1 Name and Mission

Section 1

This association shall be known as the Indiana Deer & Elk Farmers Association (IDEFA)

Section 2 The mission of the IDEFA shall be:

- A. To promote the Indiana cervidae industry.
- B. Provide educational opportunities for others and ourselves through the sharing of information.
- C. To be a collective voice in governmental issues that affects Indiana Cervidae. To provide a forum for discussion of problems of deer and elk farming and to keep members fully informed on all matters of interest to deer and elk farmers and potential deer and elk farmers.
- D. To promote high ethical standards in the care, handling and harvesting of Indiana cervidae.
- E. Insist that our membership operate in a legal, honest and forthright manner with fellow members, other cervidae producers and the general public.

Article 2 Officers and Directors

Section 1

Officers of this association shall be President, and Vice President, Secretary and Treasurer who are elected by majority vote of the Board of Directors. These officers shall perform the duties prescribed by the parliamentary authority adopted by the association and those prescribed in these bylaws.

Section 2

There shall be twelve (12) members of the Board of Directors.

Section 3

Four (4) yearly elected Board of Directors members will serve a three (3) year term, with no limit to the number of terms they may hold.

Section 4

During the first meeting of this combined association the last duty of the duly elected president of the Indiana Deer Farmers Association and the president of the Indiana Elk Breeders Association shall be to each appoint three (3) members to the Board of Directors. The remaining members of the Board of Directors shall be elected by the membership of the newly formed association. These appointments

shall one occur one (1) time. These appoints will have to abide by all of the rules set forth in this document in regard to length of term and any and all pertinent sections. The newly appointed members shall serve a three year term. The remaining newly elected members shall serve a two year term.

Section 5

- A.** The election of Directors shall be held at the annual meeting of the IDEFA which will be held between February 1st and April 31st of each year.
- B.** Voting shall be by secret ballot. Only active Full Members in good standing present at the annual meeting may vote.
- C.** Electors wishing to add their name to the ballot must do so no later than 24 hours prior to the start of the Annual meeting. Names must be submitted to an Officer on the Board of Directors.

Section 6

Any Officer or Director may be removed from office by the affirmative vote of $\frac{3}{4}$ of the Directors at any regular or special meeting with just cause that includes but is not limited to misfeasance, refusal to render reasonable assistance in carrying out IDEFA duties and obligations or misconduct. Any Officer or Director may also be removed from office by non-attendance of 3 or more meetings without just cause during a term-year.

Section 7

- A.** Each member of the Board shall be a Full Member in good standing of IDEFA, own at least one deer or elk kept in the State of Indiana, and each member must also reside in Indiana. Proof of ownership can be validated with a bill of sale.
- B.** All board members will pay dues.
- C.** No board members or officers shall receive salaries related to his/her capacities as a director to IDEFA. However, any director may be paid and compensated for services to the organization in a capacity other than as a director.

Article 3 Officers Responsibilities

Section 1 The President shall:

- A.** Preside over all meetings of the association and the board of directors.
- B.** Sign with the treasurer all notes, deeds or other instruments on behalf of the association with Board approval.
- C.** Call regular meetings and special meetings of the association Board of Directors and executive committee.
- D.** Appoint the chairman and vice chairman of standing or special committees subject to Board approval.

E. He or she shall also, at the annual meeting of the association and at other such times, as he or she deems proper, communicate to the Association, Board of Directors or to the Executive other such matters and make suggestions as may, in his or her opinion, tend to promote the welfare and increase the usefulness of the association and shall perform such other duties as are necessarily incident to the office of President of the Association or as may be prescribed by the Board of Directors.

F. Place the tie breaking vote, when needed, of the Executive Board.

Section 2 the Vice President shall:

A. The Vice President shall assume the responsibility of the President, in the absence, resignation, inability or refusal to serve of the President.

B. Oversee and facilitate the work of all committees of the Association and report to the president and the board on all activities.

C. Perform other such duties or special projects as may be assigned

D. Prepare him or herself for the succession of Presidency

Section 3 The Secretary shall:

A. The Secretary shall in general, oversee all the duties incident to the office of Secretary, review and sign all minutes and resolutions of the Board of Directors, shall be subject to the direction and control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

B. The secretary will record and maintain minutes of all meetings. He/she will maintain and disseminate all correspondence and tally votes.

C. Receive member-member or member association complaints

D. Perform such other duties or special projects as may be assigned

E. Prepare him or herself to become Vice president

Section 4 The Treasurer shall:

A. The Treasurer shall deposit all funds of the association in an accredited bank or banks, and keep accurate records of collections and withdraws. The funds shall be deposited in the name of the association and the records will be passed along to the successor in office when elected.

B. The Treasurer may approve all withdrawals up to \$500.00 with the approval of the president.

C. Any expenditure exceeding \$500.00 will require prior approval of the Board of Directors.

D. The Treasurer shall refuse to pay any expenditure incurred by any person or committee until all the required expense documentation has been properly presented.

Article 4 Vacancies

Section 1 Board Members shall

A. Vacancies created by an incomplete term shall be filled as required by the Board of Directors by majority vote of the board until a new nominee can be proposed and submitted to the membership at the next annual election. The Board shall use an alternate from the most recent election when possible to fill the vacant seat.

B. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Directors then in office shall elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the annual election of officers of the Board of Directors.

Article 5 Committees

Section 1

A. The board of directors shall decide which standing committees are deemed necessary and proper to fulfill the objectives and purposes of the associations.

B. Standing committee or special committee chairmen will be Full Members in good standing.

C. The president shall appoint the committee chairman and vice chairman. Committee membership will be appointed by the President or the chairman and all appointments of the president shall be subject to the approval of the board.

Article 6 Conduct of Meetings

Section 1

A. Robert's Rules of Order (Revised) shall generally govern meetings. Board meetings may be conducted by phone conference if all members in attendance can be heard by one another.

Article 7 Meetings

Section 1

A. There shall be one meeting of the full membership at least once a year.

B. The board of directors shall hold three regularly scheduled meetings or as needed. The president on an as needed basis shall call additional board meetings

C. A quorum consisting of a majority of the filled seats of board members must be present to hold a meeting.

D. All board meeting agendas and minutes shall be made available to the general membership upon request. All regular board meetings are open to the general membership.

E. The membership shall be given at least 2 weeks written notice of the date and location of the annual membership meeting.

F. An emergency meeting of the Board of Directors may be called upon the signed request of the majority of the Board. The date of the emergency meeting must be given with at least 5 days notice and be held within 14 days of the notice.

Article 8 Membership

Section 1

A. Full membership - Single - \$50.00 annually – Will be open to Cervidae Farms. Paid member is entitled to one vote. To qualify for membership in IDEFA one must meet ALL of the following requirements:

- Must live in the State of Indiana
- New members may vote after 30 days

Full membership – Plus Spouse: \$75.00 annually – Will be open to Cervidae Farms. Paid member and spouse are each entitled to one vote. To qualify for membership in IDEFA one must meet ALL of the following requirements:

- Must own at least one deer or elk kept in the State of Indiana
 - Acceptable ownership verification methods:
 - Current Indiana BOAH inventory showing you as owner
 - A valid Bill of Sale
- Must provide Cervidae Farm ID number where animal is kept if not on your farm
- Must live in the State of Indiana
- New members may vote after 30 days

B. Associate membership: \$50.00 annually, open to spouse, child, business partner, stockholder, employee or cervid farmer living outside the State of Indiana. This is a nonvoting membership and shall not be eligible or Board of Directors or an Officers in IDEFA.

C. Honorary membership: A person willing to sign an official IDEFA form which indicates that person's support of our industry. There will be no cost for this membership and no current benefits of IDEFA membership will accompany this membership.

D. The board of directors reserves the right to deny membership to producers for unethical practices.

1. Denial of Membership

Any individual may be denied membership in the association if in the opinion of the board that individual's past or present conduct has been undesirable. All complaints will be reviewed on a case by case basis. The Board must notify in writing by certified mail of its intent to deny membership in the association. The applicant shall have 30 days from the postmark date of the notification letter in which to respond in writing by certified mail to the office of the secretary of the association requesting a formal hearing in front of the board of directors. Such formal hearing to be held at a time and place designated by the president of the association not more than 61 days after the postmark date of the members reply letter. If the applicant fails to respond as specified above, the membership shall be immediately denied. If a formal hearing is held, the board of directors shall recommend action and notify the applicant in writing within 10 days of the action taken. If membership is denied, dues submitted with the application shall be returned.

2. Suspension of Membership

Any membership of this association who in the past or present:

A. violates the by-laws or the rules and regulations of this association, or who

B. shall deceive or wrong the association or member thereof or other person or who.

C. shall conduct themselves as to make their membership undesirable, or Who

D. practices in the sale of cervidae are such as to misrepresent information pertinent to the value of an animal (age, genetics, etc.)

E. has been expelled or suspended by the IDEFA shall be subject to censure, suspension, or expulsion by the board of the directors after notice and formal hearing.

3. Grievances or Complaints

A. Any member having a grievance or complaint that involves violation of the bylaws or the Code of Ethics against the Association or member thereof may submit such complaint in writing to the Vice President or Secretary for review and action by the Board of Directors.

Article 9 Membership Dues

Section 1

The board of directors shall set membership dues.

Section 2

All membership dues are due by April 1st of each year or at the annual membership meeting.

Section 3

Dues, once accepted are nonrefundable.

Section 4

Non-payment of dues shall constitute a resignation of membership.

Article 10 Non-Liability

Section 1

The directors, Officers, employees, or agents of the association shall not be held personally liable of the obligation of the IDEFA unless it is found proven the individual has personally received some ill-gotten gains through their actions. Although Officers and Directors are not to be held liable for obligations of the association, generally liability does exist for the principles of this association. The association may provide liability insurance as deemed necessary.

Article 11 Code of Ethics

Section 1

This code shall serve as a guide to members of the association in conducting their affairs. The code is not intended to cover all possible undesirable activities and in no way, shall restrict the right of the board of directors to expel any member whose conduct or activities, in the opinion of the board, is detrimental to the association as provided in these by-laws. Because the expulsion of a member is a serious event, the board of directors will require that any alleged violation be given in full written detail to the association's president or any other officer. If, in the opinion of a majority of the board of directors, a violation has taken place, the board will schedule a meeting to allow the member in question to respond to the allegation. If then it is the opinion of majority of the directors, that a violations of the associations Code of Ethics has taken place, one or more of the following actions may be taken.

- A. Send the violating member(s) a letter of reprimand.
- B. Suspend the violating member for a period of time. (As determined by the board of directors)
- C. Expel the violating member from the association.

In cases of an alleged violation, all information and discussions, recommendation and decisions will be kept strictly confidential among the Board of Directors. The only information that may be released publicly is that a specified (named) member has been suspended or expelled. The letter sent to the violating member would plainly state that, "The Board of Directors regrets that it must suspend or expel your membership in the IDEFA. The Board of Directors will not publicly elaborate on any decision regarding its decision to suspend/expel a member. If, after a proper review or hearings, the Board of Directors find a violation has not occurred, the Board will duly note its findings and will (on written request only), provide to the member in question a statements of its findings. If a member of the Board of Directors is alleged to have violated the Code of Ethics, this member must abstain from all meetings, discussions and votes regarding the alleged violation or any released issues in question.

Section 2

Code 1.

Members will always keep the welfare and safety of domesticated animals foremost in mind during their day-to-day activities.

Code 2.

Members will abide by all federal, state and local laws, which affect their activities as cervidae farmers.

Code 3.

Members will always provide adequate food, facilities and health care to insure the well being of their farmed cervidae.

Code 4.

Members will always take precautions (often beyond the requirements of governmental regulations) to prevent the spread of parasites and disease.

Code 5.

Members who offer cervidae for sale will not misrepresent any animals and will give a complete description and provide documentation (if available) as to age, health condition and genetic background. All available records must be provided to the buyer at the time of sale.

This Code of Ethics becomes effective and enforceable immediately upon association with this association. The Board of Directors reserves the power to modify, delete, and add to this code at any time with or without full notification to the membership. Nonmember will be considered in violation of a code, if the alleged offence occurred before the formal adoption of a new code, or modification of an existing code.

Article 12 Amendments to By-Laws

Section 1

Changes or additions can be made to the bylaws by giving written notice to the membership of the proposed change or addition to at least once prior to a general membership meeting. This notice may be in any form suitable (US Mail, e-mail and or website). It may be carried by a 2/3 vote of those in attendance at the general membership meeting. Rules of quorum shall apply.

Article 13 Finance

Section. 1

The fiscal year of the IDEFA shall begin on the first day of January and end on the last day of December of each year.

Section 2

A. The books of the Treasurer are to be audited each year prior to the annual meeting by a committee of three members appointed by the president.

B. In case of disbandment of the association any and all monies remaining in the treasury, after all debts are paid, will be distributed to one or more (Industry Related) nonprofit charities at the discretion of the board. The IDEFA may be dissolved upon the vote of $\frac{3}{4}$ of the members voting.

Section 3

Ability to sign checks for the bank account of IDEFA shall be given to the President, Vice President, Secretary, and Treasurer.

Section 4

No one has the authority to sign agreements on behalf of IDEFA without Board approval.

Article 14 Contracts

Section 1

Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit or render it liable pecuniary for any purpose or to any amount.

Amended April 2017

Amendments Changed 4/28/17

- Article 8 Membership

Section 1

A. Full membership - Single - \$50.00 annually – Will be open to Cervidae Farms. Paid member is entitled to one vote. To qualify for membership in IDEFA one must meet ALL the following requirements:

- Must own at least one deer or elk kept in the State of Indiana
 - Acceptable ownership verification methods:
 - Current Indiana BOAH inventory showing you as owner
 - A valid Bill of Sale
- Must provide Cervidae Farm ID number where animal is kept if not on your farm
- Must live in the State of Indiana
- New members may vote after 30 days

- Article 13 Finance

• Section. 1

- The fiscal year of the IDEFA shall begin on the first day of March and end on the last day of February of each year
- **B. Associate membership:** \$25.00 annually, open to spouse, child, business partner, stockholder, employee or cervid farmer living outside the State of Indiana. This is a nonvoting membership and shall not be eligible or Board of Directors or an Officers in IDEFA.

- Section 5

- A. The election of Directors shall be held at the annual meeting of the IDEFA which will be held between February 1st and April 31st of each year.
 - B. Voting shall be by secret ballot. Only active Full Members in good standing present at the annual meeting may vote.
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