

BY-LAWS OF THE MONTANA BEEF COUNCIL

ARTICLE I

NAME

The name of the corporation shall be MONTANA BEEF COUNCIL, herein referred to as the "Council."

ARTICLE II

OFFICE

The location of the principal office of the Council for the transaction of its business, shall be in the City of Billings, County of Yellowstone, State of Montana, or at such other locations as may be determined and fixed by the Board of Directors.

ARTICLE III

PURPOSE, OBJECT AND SCOPE

The purpose, object and scope for which the Council is organized is to unify all segments of the Montana livestock industry in a coordinating effort to expand the utilization and merchandising of all products derived from cattle and calves through industry research and beef promotion by stressing the benefit of increased beef consumption and by educating the public on the long range benefits of the proper selection, preparation and use of beef in the interests of health and nutrition, and to engage in any and all other activities permitted by Montana law.

ARTICLE IV

POWERS

The Council shall have those powers that are given to it under the laws of the State of Montana, its Articles of Incorporation and these By-Laws.

ARTICLE V

MEMBERSHIP

Section 1:

Owners of cattle are the sole source of funding for the Montana Beef Council and the Cattlemen's Beef Board through the dollar checkoff each time cattle are sold. This membership structure for the Montana Beef Council provides for emphasis on major production sectors of the Beef industry and primary cattle organizations in Montana to provide the basic representation on the Council. Other general farm organizations and allied organizations within the beef industry provide the remaining representation on the Council. Council representation falls into three categories:

- A. Primary cattle organizations: non-profit membership organizations whose primary mission is directed toward the beef cattle industry in Montana.
 - 1. Minimum dues paying of 250 members entitled to one director.
 - 2. Any certified cattle organization will receive an additional director for each 1000 members of proven membership over the original 250 members.
 - 3. No primary cattle organization will be entitled to more than three (3) representatives on the Council.

- B. Primary general farm organizations: General farm and ranch organizations whose mission is directed toward general farm, ranch and agriculture issues and have a proven membership of at least 250 members, or which at least a majority own cattle. Each qualifying organization would be entitled to one (1) director.

- C. Allied organizations: Primary cattle related organizations who assist, deal directly with and serve the cattle industry and its product: beef. Each qualified allied organization would be entitled to one (1) director. These organizations were included as original organizers of the Council and this category is limited to these five (5) organizations.

Organizations relying on membership levels to determine the number of representative directors allowed to serve on the council must submit an annual membership roster at the close of their most current year-end to the council for verification by July 31 of each year. This roster may be used for membership verification and no other purpose.

Section 2:

Hence, the Montana Beef council shall, at this time, be composed of the following membership:

A. Primary Cattle Organizations	Directors
1. Montana Stockgrowers Association	2
2. Montana Cattle Women	1
3. Montana Angus Association	1
4. Montana Cattlemen's Association	2
B. General Farm & Ranch Organization	
1. Montana Farmers Union	1
2. Montana Farm Bureau	1
C. Allied Organizations	
1. Montana Cattle Feeders	1
2. Montana Dairy Association	1
3. Montana Livestock Auction Markets	1
4. Montana State Food Distributors Association	1
5. Montana Meat Processors	1

Section 3:

These members shall constitute the Board of Directors of the Council. Each Director shall serve a term of three (3) years, commencing with their appointment by the qualified Montana organization or segments of Montana beef industry. A member's tenure shall be limited to three consecutive terms.

A majority of the Board of Directors can appoint additional representatives of other Montana organizations or segments of the industry or otherwise to attend meetings of the Board of Directors of the Council on an advisory capacity. Such individuals shall not have the right to vote.

ARTICLE VI

MEETING OF MEMBERS - BOARD OF DIRECTORS

Section 1:

Annual and other meetings. There shall be a yearly meeting of the members of the Council, held at the time of and in the city designated by the Montana Beef Council as the place and site of its annual convention. All other meetings of this Council shall be held either at the principal offices of the Council or at any other place within the State of Montana which may be designated by the Board of Directors.

Section 2

Notice of Meetings. Written notice of each meeting, including the annual meeting, shall be given to each board member either personally, or by mailing a notice to his or its mailing address on the membership rolls of the Council, which notice shall be deemed to be delivered when it is deposited in the United States mail addressed to each member at their address as described above, at least ten (10) days before such meeting, such notice to specify the place, date and time of each meeting. Further, notice of the annual meeting may be given to all individuals, including sustaining contributors, by publishing notice of the time, date and place of the annual meeting in the publications of organizations comprising the Montana Beef Council in those issues published prior to the said meeting.

Section 3:

Voting Rights. Each member of the Board of Directors shall be entitled to one (1) vote on all questions before the Board of Directors of the Council. There shall be no proxy voting. If a Director is unable to attend any meeting, he may make a written designation of an alternate; if said alternate is of the same organization as the director he represents. It shall be filed with the Executive Officer of the Council. That designation shall transfer to such alternate all the rights of the Director who he represents during the meeting he is designated as an alternate to.

Section 4:

Special Meetings. Special meetings of the Board of Directors of the Council for any business may be called at any time by the President, or in his absence or refusal to so act, by the Vice President, or by any three (3) Directors. Written notice shall be given, of such special meeting, consistent with the provisions of such Article VI, Section 2 hereof.

Section 5:

Quorum. A majority of the Directors shall constitute a quorum of the Board of Directors.

ARTICLE VII

DIRECTORS

Section 1:

Management of Council. The management and control of the Council, including but not limited to the powers to collect, spend and disburse fees from the completion of cattle sales, shall reside and be vested in the Board of Directors.

Section 2:

Selection of Directors. Directors shall consist of individuals who are representatives of the membership organizations or segments of the industry as set forth in Article V hereof.

Section 3:

Vacancies. If a member of the Board of Directors, or his properly designated alternate, does not attend three (3) consecutive meetings without providing the Board of Directors with a satisfactory explanation for his absence, two-thirds of a majority of the Board of Directors can declare the Director's position vacant. The Board of Directors likewise may accept resignations of any member of the Board of Directors or any member of the Council, or may declare, by a majority vote, a vacancy in the event of the death of the member of the Board of Directors or disillusionment of any Council member. The Board of Directors may fill any vacancy occurring on the Board by acceptance of a designation submitted by a member organization or a segment of the industry or by appointment otherwise.

ARTICLE VIII

OFFICERS

Section 1:

Designation of Officers. Officers of the Council shall be the President, one Vice President, and an Executive Officer. The President and Vice President shall be members of the Board of Directors, but the Executive Officer need not be a member of the Board of Directors. No person shall hold more than one office at the same time except that of Executive Officer, if those offices are combined at the discretion of the Board of Directors.

Section 2:

Election of Officers. The officers of the Council shall be chosen bi-annually by the Board of Directors at a regular annual meeting and shall each hold office until he shall resign, be removed, or otherwise be disqualified to serve, or until his successor is elected and qualified.

Section 3:

Vacancies. A vacancy in any office caused by the death, removal, disqualification or other cause shall be filled by appointment upon a majority vote of the Board of Directors.

Section 4:

President. The President shall be the chief executive officer of the Council and shall be subject to the direction of the Board of Directors for general supervision, direction and control of the business and affairs of the Council. He shall preside at all meetings, shall appoint such committees as are, in his opinion, necessary and desirable, see that the By-Laws, Articles of Incorporation and Rules and Regulations of the Council are executed, and shall perform such other duties as may be required of him to secure the best interests of the Council not herein otherwise provided for.

Section 5:

Vice President. The Vice President of the Council, in the absence of the President, shall perform all of the duties of the latter and while so acting shall have all of the powers and be subject to all of the instructions of the President.

Section 6:

Executive Officer. The duties of the Executive Officer shall be to keep accurate minutes of the transactions of the Council. He/She shall consolidate and send out policy direction of the Council and transact such other business pertaining to the office as he/she may be instructed to do by the officers of the Council or the Executive Committee. He/She shall keep a correct account on all monies received and paid out, and shall annually of September 30, submit all records to a recognized public accountant for audit and report to the Council. He/She shall make a full report of all

transactions of the Beef Council at each Annual Meeting or at such other times as the Executive Committee or Council may require. He/She shall deliver to his/her successor, upon demand, all books, papers, records and other property belonging to the Council.

Section 7:

After the annual meeting of the Council, at which time new officers are elected, the officers shall meet for organizational purposes.

ARTICLE IX

EXECUTIVE COMMITTEE

Section 1:

The Executive Committee of the Montana Beef Council shall consist of the President, Vice President, the Executive Officer, and one member-at-large. The member-at-large shall be appointed by the President, but shall not be of the same representative organization as either the President or the Vice President. The Executive Officer is to be a non-voting member.

Section 2:

The Executive Committee shall act in place of the Montana Beef Council in the event of some special business that might be acted upon before the time of a meeting of the Beef Council.

The Executive Committee shall not modify or rescind the budget or any other action taken by the Beef Council and shall be limited to spending no more than a total of \$500 on beef industry related projects without the approval of the Beef Council

Section 3:

The Executive Committee may be polled by telephone and their vote verified by mail in lieu of meeting. The Beef Council shall be notified by mail of action taken by the Executive Committee, and such action shall be formally approved at the next meeting of the Beef Council.

ARTICLE X

AMENDMENTS

These By-Laws may be amended or repealed by new by-laws adopted at any regular meeting of the Board of Directors. Proposed by-law amendments or proposed new by-laws shall be submitted to each of the members of the Board of Directors in writing at least thirty (30) days before any meeting called to consider the amendment or adoption thereof.

ARTICLE XI

"Roberts Rules of Order" shall be the source of parliamentary procedure. The rules contained in the Montana Beef Council Bylaws shall govern the organization in all cases to which they are applicable.

Amended	May 18, 1989
Amended	September 25, 1997
Reviewed	April 1999
Updated	May 12, 2008