

**BY-LAWS OF
NATIONAL INSTITUTE FOR ANIMAL AGRICULTURE, INC.**

**ARTICLE II
MEMBERSHIP, QUALIFICATIONS & ELECTION OF THE BOARD**

Section 1 The government, conduct, operation and maintenance of National Institute for Animal Agriculture, Inc. shall be vested in the Board of Directors (hereinafter called the "Board") consisting of not less than fifteen (15) nor more than twenty-one (21) Directors.

Section 2 In order to qualify as a Director, the individual must be a member of the Corporation and must remain a member in good standing during that Director's tenure.

Section 3 Each Director named above shall serve until the first meeting of the membership at which time an election shall be held for each seat.

Section 4 The Director elected as Chairperson shall be elected for a two-year term. The Director elected as Vice Chairperson shall, likewise, be elected for a two-year term and at the expiration of the then current term shall become the Chairperson without action of the members or the Board; the Vice Chairperson being deemed the Chairperson Elect. Each Director elected to a specific Director position Nos. 1 through 15 shall serve for the following terms:

- (a) Nos. 1 through 5 shall serve for a term of one (1) year or until his successor is elected and qualified.
- (b) Nos. 6 through 10 shall serve for a term of two (2) years or until his successor is elected and qualified.
- (c) Nos. 11 through 15 shall serve for a term of three (3) years or until his successor is elected and qualified.

Following the conclusion of the initial term of the Directors elected to Positions 1 through 10, each Director's successor shall serve for a term of three (3) years or until his successor is elected and qualified; and, thereafter, each Director shall serve for a term of three (3) years or until his successor is elected and qualified. It is the intent of this Bylaw that the term of one-third (1/3) of the Directors (exclusive of the Chairperson and the Vice Chairperson) will expire each year.

Section 5 A Director may serve two (2) consecutive terms; but following service of that Director's second consecutive term, that Director shall not be eligible for re-election to the Board of Directors for a period of one (1) year following the expiration of his last term of service.

Section 6 Upon the occurrence of a vacancy on the Board, the Chairperson shall solicit or receive nominations for the vacancy. The Board shall consider such nominations at its next regular meeting and select a new Board member to fill the vacancy. Upon the selection of the new Board member, he shall take his seat immediately. Such new Board member shall serve until the next general membership meeting at which time an election shall be held for a Director to serve the remaining unexpired term of the Director being replaced.

Section 7 The Board of Directors may with or without cause remove a Director from office. Such removal shall require an affirmative vote of two-thirds (2/3) of the Directors in favor of removal.

ARTICLE IV OFFICERS

Section 1 The Officers of the Corporation shall consist of a Chairperson of the Board, a Vice Chairperson, a President, such Vice-Presidents as necessary, a Secretary and a Treasurer, and such other officers (which officers may include Assistant Secretaries and Assistant Treasurers) with such duties as may be authorized and determined by the Board of Directors. Any person may hold more than one office except that the offices of the President and the Secretary may not be held by the same person and no person may hold any office which requires that person to perform duties which are inconsistent with duties required to be performed for any other office held by that person. Officers of the Corporation are not required to be Directors of the Corporation.

Section 2 The Officers of the Corporation, with the exception of the Chairperson and Vice Chairperson who are elected by the Members, shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Their terms of office to be held by such Officers shall be for one (1) year, beginning with their election, or until their successors are duly elected and qualified. The Officers thus elected and qualified shall serve as the Officers of the Corporation.

Section 3 Any Officer may be removed, either for or without cause, by the affirmative vote of two-thirds (2/3) of the Directors in favor of removal at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the Board of Directors.

Section 4 In the event of a death, resignation, removal or other inability to serve of any Officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such Officer or until his or her successor shall be elected.

Section 5 Chairperson and Vice Chairperson. The Chairperson shall preside at all meetings of the Board of Directors as a voting member. In the absence or disability of the Chairperson, the Vice Chairperson shall perform all duties of the Chairperson and, when so acting, shall have all the powers and be subject to all the restrictions of the Chairperson. The Chairperson shall be elected for a two-year term. The Vice Chairperson shall, likewise, be elected for a two-year term and at the expiration of the then current term shall become the Chairperson without further action of the members or the Board; the Vice Chairperson being deemed the Chairperson Elect. Either the Chairperson or Vice Chairperson may be removed from his position by a majority vote of the members at any regular meeting of the membership or any special meeting of the membership called for that purpose.

Note: These articles and sections have been excerpted from the By-Laws of National Institute for Animal Agriculture, Inc. This excerpted material is intended to represent specific governance pertaining to the election of officers and board of directors. If you do not possess a complete copy of the By-Laws of National Institute for Animal Agriculture, Inc., and would like a copy, please contact the NIAA office.