



AMENDED BYLAWS OF THE NATIONAL INSTITUTE FOR ANIMAL AGRICULTURE, INC.

ARTICLE I

Section 1: Qualifications. Any individual or entity as that term is defined in KRS 273.161(12) who has an interest in promoting the purposes of the Corporation and who pays the dues as required pursuant to the terms of the Bylaws shall be eligible for membership, subject to approval by the Board of Directors.

Section 2: Classes of Membership. There shall be one (1) class of membership, that being Full Members. "Full Members" shall be those who have an interest in promoting the purposes of the Corporation and who pay the dues established for a full membership by the Board of Directors.

Section 3: Voting. All Full Members shall have one (1) vote which shall be cast on any matter which is subject to a general membership vote.

Section 4: Annual Meeting. An Annual Meeting of the membership shall be each fiscal year upon no less than thirty (30) days notice.

Section 5: Dues. Every member shall pay annual dues in an amount to be determined by the Board of Directors.

ARTICLE II

MEMBERSHIP, QUALIFICATIONS AND ELECTION OF THE BOARD OF DIRECTORS

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

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

Section 3: Each Director shall serve for a term of three (3) years or until his or her successor is elected and qualified. 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 or her last term of service. It is the intent of the 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 4: 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 Director to fill the vacancy. Upon the selection of the new Board member, he or she shall begin serving immediately. The 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 5: The roles and responsibilities of Directors shall include attendance at all Board Meetings, active participation in Board meetings and Board Committee meetings, maintaining confidentiality of all Board business, and other specific responsibilities as determined by the Board of Directors.

Section 6: 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 III

MEETINGS OF THE BOARD

Section 1: The Board shall meet in regular session at least semi-annually. Special meetings of the Board of Directors shall be called upon the written request of the Chairperson or a majority of the members of the Board to all of the Directors not less than twenty-four (24) hours in advance. Oral or written notice of Board Meetings will state the time and place of the meeting and the general outline of the business to be transacted; provided, however, that the presence of any Director of any such meeting without express protest shall constitute a waiver by any such Director of any defect in the time, form, or manner of service upon him or her of such oral or written notice, and provided further, that notice may be expressly waived by any Directors, orally or in writing, before, at, or after any meeting. Special meetings of the Board may be held without notice upon the written waiver of all members of the Board of Directors.

Section 2: A member of the Board, or of any committee designated by the Board, may participate in a meeting by the means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 3: A majority of the Directors of the Board shall constitute a quorum for the transaction of business at any regular or special meeting.

Section 4: Directors of the Board are expected to participate in all regular and special meetings of the Board. Board members should notify the Executive Committee prior (if at all possible) to any meeting they will not be able to participate in. Directors may be excused from participation at any regular or special meetings of the Board by the Chairperson for good cause. Attendance at all Board Meetings will be recorded in the Board Meeting minutes.

ARTICLE IV

OFFICERS

Section 1: The Officers of the Corporation shall consist of a Chairperson of the Board, a Vice Chairperson, an Executive Director, a Secretary, and a Treasurer, as authorized and determined by the Board of Directors. In the event of special circumstances, any person may hold more than one office except the offices of the Executive Director and 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. Except for the Executive Director, all Officers of the Corporation are required to be Directors of the Corporation.

Section 2: The Officers and Executive Committee of the Corporation, with the exception of the Chairperson whose position is filled by the outgoing Vice Chairperson as outlined in Section 5 of this article, shall be elected by the Board of Directors at the annual meeting of the Board of Directors that coincides with the NIAA Annual Meeting. Nominations from the floor may be accepted during the NIAA Annual Meeting for all offices. In the event a member is nominated for the position of Chairperson, the nominee must be a current Officer or Executive Committee member. The terms of office to be held by such Officers shall be for two (2) years, 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, with 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 and Vice Chairperson shall be elected to only one two-year term. It is expected that 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 or her 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.

Section 6: Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the Corporation. The Executive Director shall have other specific power and duties as may be prescribed by the Board of



Directors and by these Bylaws. The Executive Director shall be privileged to attend and participate without vote at the meetings of the Board and of all committees of which the Executive Director is not otherwise a member. The Executive Director, unless requested by the Board, shall not be present during any executive sessions of the Board. Acting under the direction of the Board of Directors and on its behalf, the Executive Director shall perform all acts, execute and deliver all documents, and take all steps authorized by the Board in order to effectuate the actions and policies of the Board.

Section 7: Secretary. The Secretary shall attend all meetings of the Board of Directors. He or she shall preserve the full and correct minutes of the proceedings of all such meetings. He or she shall be custodian of the corporate Articles of Incorporation, Bylaws, and records and files (both physical and electronic). It shall be the duty of the Secretary to sign and execute all corporate documents and instruments whereupon his or her signature may be lawfully required. He or she shall also serve or cause to be served all notices required by law, these Bylaws, or by resolution of the Board of Directors, and it shall be his or her duty to cause to be prepared and filed with appropriate bodies, official reports and documents required by law to be filed by non-profit organizations. He or she shall also perform such other duties as may be delegated by the Board of Directors. An Assistant Secretary may perform the duties of the Secretary under the direction or at the request of the Secretary.

Section 8: Treasurer. The Treasurer shall keep or cause to be kept in files (both physical and electronic) belonging to the Corporation, complete and accurate accounts of all receipts and disbursements, resources, and liabilities, and shall deposit all monies and funds and other valuable effects of the Corporation, in the name of and to the credit of the Corporation, in such depository or depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation in payment of its obligations, taking proper vouchers and receipts for such disbursements. He or she shall render to the Executive Director and to the Directors at the meetings of the Directors, or whenever otherwise requested, correct statements and reports showing the financial condition of the Corporation. He or she may sign corporate documents and instruments as necessary. An Assistant Treasurer may perform the duties of the Treasurer under the direction or at the request of the Treasurer.

Section 9: The Corporation shall purchase insurance that in the judgment of the Board of Directors provides such surety or sureties and in such amount or amounts as shall be sufficient to secure the Corporation against loss or damage by reason of any act, neglect, or omission of the part of such officers, Directors, or employees.

ARTICLE V

COMMITTEES OF THE BOARD



Section 1: Committees of the Board shall be standing or special. Standing committees shall be an Executive Committee, a Nominating Committee and such other standing committees as the Board shall authorize. Members of these Committees, with the exception of the Executive Committee, shall be appointed by the Chairperson at the initial organizational meeting of the Corporation and annually thereafter and shall serve for one (1) year. At a committee meeting, a quorum shall be one-half (1/2) the number of members of the committee. Each committee shall keep and submit minutes of its meeting to the Board.

Section 2: The Board may also appoint such other committees for such purposes and for such periods of time as the Board may deem advisable. Members of these committees may be comprised of individuals who are not members of the Board of Directors.

Section 3: The Board of Directors shall have an Executive Committee comprised of the Chairperson, Vice Chairperson, Secretary, Treasurer, and other Directors chosen by a majority of the Board to serve for a period of one (1) year. The size of the Executive Committee shall be limited to a maximum of 35% of the number of Directors on the Board.

Section 4: The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the Corporation. Also, the Executive Committee shall not have the authority of the Board of Directors to recommend a voluntary dissolution of the Corporation or a revocation thereof or amending the Bylaws of the Corporation. The Executive Committee shall not amend the Articles or Bylaws or incur debt in the aggregate amount in excess of TWENTY-FIVE THOUSAND DOLLARS (\$25,000) or elect any officer of the Board herein provided for other than for a temporary period to fill a vacancy.

Section 5: Each member of the Executive Committee shall hold office until the next regular annual meeting of the Board of Directors following his or her designation and until a successor is designated as a member of the Executive Committee and is elected and qualified.

Section 6: Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one (1) day's notice stating the place, date, and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States Mail addressed to the member of the Executive Committee at his or her business address. Notice is deemed to have been waived if a member is physically in attendance at the meeting in question. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

Section 7: A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.



Section 8: Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee.

Section 9: Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section 10: Any member of the Executive Committee may be removed by a resolution adopted by a two-thirds (2/3) vote of the full Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the Chairperson or Secretary of the Corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11: The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information either by e-mail or postal mail within ten (10) days of a proceeding or at the next meeting of the Board after the proceedings shall have been taken.

Section 12: Special committees may be appointed by the Chairperson for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task for which the special committee was created, the special committee shall be dissolved.

Section 13: Members of the Nominating Committee shall be appointed by the Chairperson at the annual membership meeting and shall serve for a term of one (1) year. This Committee's duties shall be as delineated by the Board from time to time. The Nominating Committee shall select nominees for the election of Directors as well as for replacement of any Director who resigns or is removed. Selection of candidates for Director will reflect the general makeup of the membership of the corporation.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE VII

AMENDMENTS, REVIEW AND REVISION

Section 1: These Bylaws may be revised or amended by the affirmative vote of a majority of the members of the Board of Directors at any regular meeting or any special meeting of the Board,



provided that a full presentation of such proposed amendments or revisions shall have been published in the notice of the regular or special meeting. The Bylaws shall be reviewed at least every five (5) years.

ADOPTED BY THE NATIONAL INSTITUTE FOR ANIMAL AGRICULTURE, INC.
BOARD OF DIRECTORS.

Jan. 3 2022
DATE

Kevin Maher
KEVIN MAHER
CHAIRPERSON

Adopted: 16 September 1999

Amended: June 2009 and 5 November 2021