

**CONSTITUTION**  
**NORTH AMERICAN INTERCOLLEGIATE DAIRY CHALLENGE, INC.**

*Revised and approved by the Board of Directors – October 20, 2017*  
*Revised and approved by the Board of Directors – July 11, 2014*  
*Revised and approved by the Board of Directors – October 19, 2007*  
*Approved by the Board of Directors – November 18, 2005*

**ARTICLE 1: NAME AND PURPOSE**

**Section 1 - Name**

The name of this organization shall be the North American Intercollegiate Dairy Challenge, Inc.

**Section 2 - Purpose**

The purpose of this organization shall be to serve as the final decision-making body, providing the overall direction for the Dairy Challenge or other unique dairy contests or events. It will guide strategic development, be responsible for the overall public image of the contests or events and strive to enhance working relationships between educational institutions and dairy industries and industry professionals.

**ARTICLE II - BOARD OF DIRECTORS**

**Section 1 - Members**

The Board of Directors of this organization shall be composed of no more than 15 people who serve for a 3-year term with a term limit of 2 consecutive terms. Board members may serve a third term if other qualified and interested individuals are not recruited as new Board members. Term of Board members begins on July 1 and ends on June 30. Members of the Board shall be comprised of enthusiastic and willing individuals from any segment of the dairy industry, either independent or affiliated with an organization.

**Section 2 – Ex-officio members**

One ex-officio member of the Board is the Executive Director hired by the Board of Directors. The Board of Directors, at its discretion, may name other individuals to serve as ex-officio members.

**Section 3 - Vacancies**

Vacancies of the Board of Directors of this organization shall be filled by election by the members of the Board of Directors.

#### **Section 4 - Powers**

The Board of Directors shall manage the affairs of the organization and shall have power, among other things, to elect the officers of the organization from its own membership; to hire an Executive Director and/or managing partner(s) to perform specific duties; to review and approve additional members of the organization; to raise funds, and to recommend allocation or assignment of such funds; and shall have the powers necessary or appropriate to carry out the purposes of the organization. (See also Duties of the NAIDC Board of Directors, Management and Standing Committees.)

#### **Section 5 – Incorporation and Termination**

The North American Intercollegiate Dairy Challenge was established under the laws of the state of Ohio as an organization with 501 (c) 3 non-profit status. If this organization terminates or ceases its activities and votes to non-exist, the Board of Directors shall have the power to donate all remaining funds after all expenses are paid and all receivables collected to the National Dairy Shrine (a tax-exempt national dairy organization).

#### **Section 6 - Meetings**

Unless otherwise provided by a resolution of the Board of Directors, there shall not be less than one annual meeting of the Board each year at such time and place as may be designated by the Chair, with business conducted on a set schedule by conference call, meeting or other communication. Special meetings of the Board of Directors shall be held whenever called by the Chair or when requested in writing by not less than five (5) members of the Board.

#### **Section 7 - Notice of Meetings**

Five days written notice of each meeting of the Board shall be given to each Director and shall state the time and place of the meeting and, in the case of a special meeting, such notice shall also state the purpose of the meeting. Two thirds of the membership of the Board shall constitute a quorum at any meeting of the board, or shall be necessary for any action in writing without a meeting, for the transaction of business.

#### **Section 8 – Quorum**

A quorum of two thirds of the Board of Directors is required for the conduct of organizational business.

#### **Section 9 – Conduct of Meetings**

Robert's Rules of Order shall be the parliamentary guide in the conduct of all meetings of the organization.

### **Section 10 – National Board Representatives to the Regional Committees**

Board members from each region are expected to serve in an advisory role to the regional committees. National board members should ensure that there is national board member representation at each regional event. Specific responsibilities include the following:

1. Share thoughts, experiences and ideas from the regional committee with the National Board.
2. Advise regional committee on the policies established by the National Board that influence the regional events' procedures.
3. Advise in development of "standard operating procedures" for the regional committee.
4. Bring ideas from other regional events for consideration.
5. Help with the development of guidelines for hosts of and participants in regional Dairy Challenge events.
6. Participate in the planning of the contest by being involved in the planning meetings and calls.

## **ARTICLE III - EXECUTIVE COMMITTEE**

### **Section 1 - Personnel**

The officers of the organization (Chair, Vice-Chair, Associate Vice Chair and Standing Committee Chairs) shall constitute the Executive Committee. Any vacancies occurring on the Executive Committee shall be filled by special election by the Board of Directors for the unexpired term.

### **Section 2 - Powers and Duties**

The Executive Committee shall act on behalf of the Board of Directors between meetings of the Board. It shall report its actions at the next meeting of the Board.

### **Section 3 - Organization**

The Chair of the Board shall be Chair of the Executive Committee and the Executive Director shall serve as Secretary/Treasurer. The Executive Committee shall make its own regulations as to notice of meetings, manner of acting, and other rules for the conduct of its affairs.

### **Section 4 - Quorum**

Four members of the Executive Committee shall constitute a quorum for the transaction of business.

## **ARTICLE IV - OFFICERS**

### **Section 1 - Election**

The Officers of the organization shall be elected at the July meeting or earlier by the Board of Directors serving their terms in the coming year and shall consist of a Chair, Vice-Chair,

Associate Vice Chair, Standing Committee Chairs, and other such officers as the Board of Directors from time to time may deem necessary.

**Section 2 - Term**

The Chair, Vice Chair, and Associate Vice-Chair positions shall be elected for a term of one year. At the end of their respective terms, the Associate Vice-Chair shall become Vice-Chair, and the Vice-Chair shall become Chair.

Standing Committee Chairs shall be elected for a term of one year and shall serve until the expiration of their second term or the election of their successors.

Officer terms are to coincide with the NAIDC fiscal year. Officers shall be nominated by a Nominating Committee and elected by a majority vote of the Board of Directors.

**ARTICLE V – FISCAL YEAR**

**Section 1 - Fiscal Year**

The fiscal year of the corporation shall commence on July 1 and end on June 30 of the next calendar year.

**ARTICLE VI – AMENDMENTS**

**Section 1 - Amendments**

This constitution may be amended at any regular or special meeting of the organization, provided that notice of the proposed amendment shall have been given in the notice of such meeting and such amendment is adopted by a majority vote of the members of the Board of Directors.

**BY-LAWS  
and  
List of Duties  
NORTH AMERICAN INTERCOLLEGIATE DAIRY CHALLENGE, INC.**

*Revised and Approved by the Board of Directors – September 16, 2021*

*Revised and Approved by the Board of Directors – July 15, 2016*

*Revised and Approved by the Board of Directors – July 11, 2014*

*Revised & Approved by the Board of Directors – April 22, 2011*

*Revised & Approved by the Board of Directors – September 16, 2010*

*Revised & Approved by the Board of Directors – June 22, 2007*

**ARTICLE 1 – BOARD REQUIREMENTS**

Specific responsibilities of members of the NAIDC Board of Directors include the following:

1. Projection of a positive image of the dairy industry and the NAIDC.
2. Participation in all conference calls, or communication of anticipated absence at least one day in advance to NAIDC management. Absences will be reported to the Chair and excused at the Chair's discretion.
3. Participation on at least one of the Standing Committees.
4. Attendance at a regional or the national contest three times in a three-year term, or communication of anticipated absence at least two weeks in advance to NAIDC management. Absences will be reported to the Chair and excused at the Chair's discretion. Travel and lodging expenses are the responsibility of the member.
5. Recruitment of sponsorships for NAIDC or providing one or two individuals to assist in annual recruitment of sponsorship.

**ARTICLE 2 - CHAIR**

The elected Chair shall be Chair of the Board of Directors and Executive Committee and shall be responsible for the following duties:

1. Call and preside at meetings of the organization and at meetings of the Board of Directors and the Executive Committee.
2. Shall exercise general supervision and control of the officers and management of the organization and shall be an ex-officio member of all standing committees.
3. Serve as a public spokesperson.

**ARTICLE 3 – VICE-CHAIR**

The Vice-Chair shall be a member of the Executive Committee and shall be responsible for the following duties:

1. Preside in the absence of the Chair at meetings of the Board of Directors and the Executive Committee.
2. Shall serve as coordinator of the Dairy Challenge Academy.
3. Shall be Executive Committee Liaison and ex-officio member of all standing committees.
4. Shall assume the role of Chair for at least one term after retirement of the current Chair.

**ARTICLE 4 - ASSOCIATE VICE-CHAIR**

The Associate Vice-Chair shall be a member of the Executive Committee and shall be responsible for the following duties:

1. Preside in the absence of the Chair and Vice-Chair at meetings of the organization and at meetings of the Board of Directors and the Executive Committee.
2. Shall assist Vice-Chair and Chair with coordination of Academy and Contest.
3. Shall assume the role of Vice-Chair for one term after current Vice-Chair moves to Chair position.

#### **ARTICLE 5 – ELECTION TO AND REMOVAL FROM BOARD OF DIRECTORS**

1. Elections of members of the Board of Directors will be held at the May meeting or other meeting preceding the beginning of term of directorship on July 1. Candidates must be nominated by a member of the Board of Directors, who will provide a brief candidate biography via mail or e-mail to the Nominating Committee at least one month in advance of elections.
2. The Nominating Committee will consist of the Chair, Vice-Chair and one additional board member to be appointed by the chair for the purpose of providing a slate of candidates for election to the Board and Executive Committee. The slate will be provided to the Board of Directors two weeks in advance of the election meeting.
3. Members not fulfilling Board membership requirements (see Article 1) may be removed through a majority vote of the Board of Directors by anonymous ballot before the start of the final year of the three-year term of membership.
4. Elections to the Board of Directors will be conducted according to the following procedures:
  - a. The slate provided for Director Election will be considered as a whole with the number of votes cast by each Director present being equal to the number of Director's positions available.
  - b. In the case that the number of candidates is equal to the number of seats available, the candidates will be declared as elected by the NAIDC Board of Directors.
  - c. Votes will be cast via private ballot to the Executive Director and/or Management Group.
  - d. All board members are eligible to participate in all rounds of voting.
  - e. After the first vote, those candidates that receive eight (8) or more votes will be elected. Eight votes represent the majority of the Board of Directors regardless of the Directors present and voting.

If more candidates receive eight votes than there are Director positions available, those with the higher vote totals will be elected. In the case of a tie vote for the remaining position or positions, only those candidates that are tied

for the remaining position or positions will be placed on a subsequent ballot. On that ballot each Director will have vote(s) equal to the number of positions still available. This will continue until the final Director position(s) are filled by candidate(s) that receive a majority of votes. A minimum of 48 hours will be allowed per round of voting.

- f. In the case that less than the number of candidates needed to fill the director positions receive 8 or more votes on the first ballot the following procedures will apply.
  1. Any candidates that received 8 or more votes on the first ballot will be elected and removed from subsequent ballots.
  2. The second ballot will consist of those candidates that received at least 3 votes on the first ballot, but did not receive 8.
  3. The number of votes cast by each Director will be equal to the number of director positions left to be filled.
  4. In the case that there are not enough candidates left to fill the remaining positions that received at least 3 votes, candidates will be added back to the ballot based on receiving 2 votes, then one vote until there are enough candidates to proceed.
  5. After the vote, the candidate(s) who receive(s) the highest vote total will be elected to the remaining position(s)
  6. This voting procedure will continue with additional votes until all Director position(s) are filled.

## **ARTICLE 6 – STANDING COMMITTEES**

Standing Committees must be chaired by members of the Board of Directors but may include individuals who are not members of the Board. Proposed expenditures, committee membership and revisions of committee duties shall be approved by the Board of Directors.

### Program Committee

1. Develop the guidelines, schedule and rules for the national contest and Academy.
2. Provide guidance to regional planning committees relative to guidelines and rules, for program consistency.
3. Direct NAIDC management to perform specific duties.
4. Coordinate with the National Host Coordinators for the national contest and Academy.

### Finance Committee

1. Organize all fundraising activities to maximize NAIDC assets.

2. Create long-term financial stability by developing and managing an NAIDC reserve fund.
3. Direct NAIDC management to perform specific duties

Promotions and Engagement Committee

1. Enhance the NAIDC image and visibility to the dairy industry.
2. Direct NAIDC management to perform specific duties
3. Develop materials to encourage re-enrollment and additional participation of universities and sponsors, alumni, dairy producers and other stakeholders.
4. Provide leadership for alumni-related activities

**ARTICLE 7 – AMENDING BY-LAWS**

The by-laws may be amended at any regular or special meeting of the organization, provided that notice of the proposed amendment has been given in the notice of such meeting and such amendment is adopted by a majority vote of the Board of Directors.

## **Duties of the NAIDC Board, Management, & Standing Committees**

### **Board of Directors**

Specific responsibilities of members of the Board of Directors include the following:

1. Set direction for the NAIDC organization and make improvements.
2. Approve an annual budget, travel stipend budgets and financial statements.
3. Approve the recommendations of the Program Committee for the rules, procedures, scorecard, judges' methods and selection of winners.
4. Approve potential contest judges to the approved list of judges.
5. Approve the recommendations of all standing committees and their expenditures.
6. Encourage and develop strategies for participation by schools and sponsors.
7. Select future contest sites and dates.
8. Project a positive image of the dairy industry and the North American Intercollegiate Dairy Challenge.
9. Have a sincere interest in the future of the dairy industry and the young people who will be its leaders.
10. Participate in all conference calls.
11. Participate on at least one of the Standing Committees.
12. Attend a regional or the national contest three times in a three-year term. Travel and lodging expenses are the responsibility of the member.
13. Recruit sponsorships for the national contest or of one or two individuals to assist in annual recruitment of sponsorship.
14. Hire, oversee and evaluate yearly an Executive Director and/or managing partner(s) to perform duties as outlined by the Board of Directors.

### **Chair**

The Chair shall be Chair of the Board of Directors and Executive Committee and shall be responsible for the following duties:

1. Call and preside at meetings of the organization and at meetings of the Board of Directors and the Executive Committee.
2. Shall exercise general supervision and control of the officers and management of the organization and shall be an ex-officio member of all committees.
3. Serve as a public spokesperson.
4. Authorize payment of invoices by NAIDC management.

### **Vice-Chair**

The Vice-Chair shall be Vice-Chair of the Board of Directors and the Executive Committee and shall be responsible for the following duties:

1. Preside in the absence of the Chair at meetings of the organization and at meetings of the Board of Directors and the Executive Committee.
2. Serve as coordinator of the Dairy Challenge Academy.
3. Serve as Executive Liaison and ex-officio member of all standing committees.
4. Assume the role of Chair for at least one term after retirement of the current Chair.

### **Associate Vice-Chair**

1. Preside in the absence of the Chair and Vice-Chair at meetings of the organization and at meetings of the Board of Directors and the Executive Committee.
2. Assist Vice-Chair and Chair with coordination of Academy and Contest.
3. Assume the role of Vice-Chair for one term after current Vice-Chair moves to Chair position.

### **NAIDC Management**

The Executive Director and/ or managing partner(s) shall be paid, part-time positions without voting privileges. The Executive Director will provide certain duties or direct the managing partners to complete the following duties:

1. Cause the minutes to be kept at all meetings of the Standing Committees, the Board of Directors, and the Executive Committee.
2. Be responsible for the custody of all minute books of the organization.
3. Coordinate all communications for the Board of Directors and Standing Committees.
4. Organize all conference calls or meetings.
5. Manage the budget and all accounting functions.
6. Coordinate the payments of bills and receipts.
7. Coordinate all communications to Sponsors or Donors both pre and post contest.
8. Coordinate all communications to Universities, teams or coaches both pre and post contest, including biographical information and information packets.
9. Coordinate school and contestant entries for the contests.
10. Coordinate activities with the national host schools.
11. Coordinate NAIDC website development.
12. Coordinate contest activities and rules with the Regional Committees.
13. Provide all public feedback to the Board of Directors.
14. Maintain a file history of important records and documents.
15. Provide other duties as the Board of Directors or Executive Committee may designate.

### **Program Committee**

The Program Committee will develop the guidelines for each contest following the direction of the Board of Directors. Specific responsibilities include the following:

1. Implementation of all contest rules and restrictions.
2. Development of contest schedules and deadlines.
3. Approval of contest judges' guidelines for actions of judges at contests and communication with judges.
4. Development of the official contest entry brochure.
5. Development of farm host contest information packets with financial data.
6. Procurement of the involvement of outside resources.
7. Development of procedures for hosting teams and coaches.
8. Development and implementation a post-contest survey for teams, coaches and judges.
9. Development of post-contest communications to teams including video.
10. Assistance in recruitment of contest volunteers.

11. Provision of support at the contests.
12. Provision of feedback on contests to the Board of Directors.
13. Selection of host coordinators to receive direction from the Executive Director and work with NAIDC management.

### ***Host Coordinators***

The host Coordinators will provide leadership and coordination of all activities during the contest and develop the specific logistics of the contest sites for teams, coaches, judges and sponsors. They will work closely with the Executive Director and NAIDC management. Specific responsibilities include the following:

1. Selection of and communication with the host farms.
2. Accumulation of host farm data.
3. Selection of appropriate facilities for all contest functions.
4. Selection and management of host lodging, banquet and reception facilities.
5. Selection and management of sponsor areas for contact and exposure.
6. Management of travel logistics, time schedules and all meal functions.
7. Recruitment of all necessary contest volunteers.
8. Recruitment of the video operators.
9. Accumulation of the results of the contest for NAIDC management.
10. Accumulation of the judges' comments for the Program Committee Chair.
11. Provision of feedback to the Program Committee.
12. Procurement for other contest needs as directed.

### **Finance Committee**

The Finance Committee will organize all fundraising activities to maximize contest assets and insure financial stability. Specific responsibilities include the following:

1. Development of fundraising strategies or materials.
2. Maintenance of current corporate sponsors with increased support.
3. Development of new corporate sponsors.
4. Development and monitoring of sponsor levels of support.
5. Development of appropriate sponsor acknowledgments pre and post-contest.
6. Development of sponsor value added programs at the contest to encourage sponsorship renewal for future contests.
7. Coordination of sponsor contest needs with Executive Director and management.
8. Development and implementation of sponsor surveys.
9. Notification of all sponsor pledges or other details to the Executive Director and/or managing partner for appropriate communications and follow-up.
10. Development of an official sponsor list for the Publicity Committee.
11. Development of a travel stipend budget.
12. Development and monitoring contest scholarship award levels.
13. Provision of appropriate feedback to the Board of Directors.

### **Promotions and Engagement Committee**

The Promotions and Engagement Committee will promote the organization's contests and events to all potential participants or sponsors, utilizing all media outlets to enhance their efforts. Additionally, the committee will develop and support the continued engagement of Dairy Challenge graduates, including students involved with the contest and Academy. Specific responsibilities include the following:

1. Development of a public relations plan and schedules of media releases.
2. Enhancement of the Dairy Challenge's quality image and visibility to the dairy industry.
3. Development of appropriate media packets to promote the contest.
4. Coordination with the Finance Committee on the development of sponsor brochures.
5. Development of sponsor promotional releases for the public or media.
6. Recruitment of a group of cooperating media outlets.
7. Recruitment of on-site contest media representatives and monitoring of their needs.
8. Promotion of the participants, results, and winners of the contest.
9. Preparation of appropriate press releases and their distribution.
10. Preparation of an awards banquet brochure.
11. Acquisition of appropriate host farm appreciation gifts.
12. Development of contestant recognition certificates in cooperation with Executive Director.
13. Development of programs to encourage re-enrollment and additional participation of university participants.
14. Create and maintain an action plan to engage alumni through ongoing communications at Dairy Challenge and industry events.
15. Plan events/activities/communication to promote alumni involvement and/or continued networking opportunities.
16. Ensure an alumni presence at all Dairy Challenge events.
17. Create a communication plan using a variety of media sources to promote alumni involvement.
18. Recruit alumni to serve on the National Dairy Challenge Board of Directors.
19. Recruit alumni to serve on national and regional committees and as judges.
20. Work with Regional Committees to have an alumnus "champion" to elevate the focus on the importance of involvement by Dairy Challenge alumni.

### **Revisions**

These duties may be amended at any regular or special meeting of the Board or standing committee, provided that notice of the proposed change has been given in the notice of such meeting and such revision is adopted by a majority vote of the members.