

**BYLAWS OF
WESTERN ORGANIC DAIRY PRODUCERS ALLIANCE
Amended and approved April 21st 2009**

Article 1: Name

The name of this organization shall be the Western Organic Dairy Producers Alliance (WODPA), herein referred to as the "Corporation."

Article 2: Purpose

The purpose of the Western Organic Dairy Producers Alliance is to enable organic dairy farms, situated across an extensive area, to maintain the sustainability of organic dairy farming in the Western Region of the United States. These states are as follows: Washington, Oregon, California, Montana, Idaho, Utah, Colorado, New Mexico, Arizona, Nevada, Texas and Wyoming.

Article 3: Office

The office of the corporation will be located in the town of Denair, California. The corporation may have such other offices as the board of directors may designate or as the business of the association may require

Article 4: Membership

Section 1: Voting Members: Voting members of the Western Organic Dairy Producers Alliance shall include any organic dairy producer who is actively producing and selling organic milk, and is located in the 12 Western States as stated in Article 2. Each farm shall have one designated representative with one (1) vote.

Section 2: Associate (non-voting) Members:

- a) Associate Members of the Western Organic Dairy Producers Alliance shall be any organization, group or individual who does not produce organic milk.
- b) A fee shall be assessed for Associate Membership.
- c) Associate members will not be able to vote on business of the Corporation.

Article 5: Officers

Section 1: Officer Positions: Officers of the Corporation shall be: President, Vice-President, Second Vice-President, Secretary, and Treasurer.

Section 2: Terms:

- a) The President, Vice-President, Second Vice-President, shall be elected by the WODPA membership at the annual meeting for 2-year terms in even years.
- b) The offices of Secretary and Treasurer shall be elected by the WODPA membership at the annual meeting for 2 year terms in odd years.
- c) Officers, with the exception of Secretary, at the board's discretion, shall be voting members. There shall be term limits of six consecutive years for each of the offices of President, Vice President and 2nd Vice President.

Section 3: Duties:

- a) The President shall:
 - a. Call all meetings of the organization and the Board of Directors (BOD)
 - b. Shall preside at the meetings unless otherwise delegated.
 - c. Shall create and discharge a standing committee and special committees with the approval of the board.
 - d. Shall appoint a Nominating Committee of three members, designating a chair and 2 additional committee members (from 3 different states) at least 90 days prior to the annual meeting.

- e. Shall serve as an Ex Officio member of all committees, except for the Nominating Committee which will function independently of the current officer team, including the President.
 - f. Shall present an annual report to the Board of Directors and General Membership at the annual meeting.
 - g. Shall perform all other duties as are customary and/or necessary to the satisfactory conduct of the office and the affairs of the Corporation.
- b) The Vice-President shall serve in the absence or in the event of incapacity of the President. The Second Vice-President shall serve in the absence of or in the event of incapacity of the President and Vice-President.
 - c) The Treasurer shall perform such duties as are customary to the office, including responsible execution of fiscal duties, rendering required financial reports and the like, receiving assessments and other funds, accounting for such funds and disbursing funds to cover expenses as authorized by the Board.
 - d) The Secretary shall perform such duties as are customary to the office, including the maintenance of official minutes of the meetings of the Corporation and the Board. A copy of the minutes will be provided to voting members of the organization upon request.
 - e) The President and one other officer shall sign all written contracts and obligations of the Corporation. All contracts and obligations shall be authorized by vote of the Board.

Section 4: Officer Eligibility:

- a) To be eligible to run for a position on the officer team, an individual must retain a minimum of 10% ownership in a milking organic herd; the exception will be for the office of Secretary.
- b) Any individual who holds the office of President can not simultaneously hold a position on a milk handler or processor board.

Article 6: Board of Directors

Section 1: Only active voting members of WODPA, including designated representatives in non-ownership positions, shall be eligible for election to the Board of Directors.

Section 2: The Board of Directors shall be made up of the Officer Team (President, Vice President, 2nd Vice President, Secretary, and Treasurer), State Representatives (one from each of the 12 Western States) or Members at Large (to bring the number of State Representatives to a total of 12), Ex Officio President, and University Advisor(s).

Section 3: When a State Representative can not be found to serve on the board, the nominating committee will propose to elect additional “members at large” bringing the total number of state representatives to a minimum of nine (9) and a maximum of 12.

Section 4: Board elections for the non-Officer members shall be staggered. Each non-Officer Board member shall be elected by the WODPA membership for a three (3) year term. Each year, one-third of the board will come up for re-election or replacement as stated in Article 11.

Section 5: Vacancies: Any vacancy that occurs off cycle will be filled by the Nomination Committee and approved by a majority vote of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the preceding director.

Section 6: Compensation: By resolution of the board, each director may be paid his expenses, if any, of attendance at meetings.

Section 7: Removal: Any officer or board member may be removed whenever it is deemed to be in the best interest of the association by 2/3rds vote of the Board of Directors.

Section 8: Ex Officio: The immediate past President shall fill the position of Ex Officio on the Board of Directors for a term of two years.

Section 9: University Advisor(s) to the Board: University personnel actively involved in the production of organic milk in the WODPA designated states may be appointed to the board as deemed appropriate by the President or by a majority vote of the Board of Directors. The University Advisor(s) would become a voting member of the board, with all rights and privileges therein.

Article 7: Meetings

Section 1: The Corporation shall hold one annual meeting for all members. The Board will determine the exact date. Notification of exact date and location shall be provided to members at least 10 days prior to the meeting.

Section 2: There shall be a minimum of two (2) other Board meetings each year to carry out the business of the Corporation. These meetings may be conducted via phone conference.

Section 3: Special meetings may be called by the President, or by a majority vote of the Board of Directors, or when requested in writing by three (3) voting members.

Section 4: A quorum necessary for the transaction of business at a Board meeting shall be over half of the Board members and shall include representation from a minimum of 3 states and 2 officers.

Article 8: Rules

Section 1: Roberts Rules of Order (revised), shall govern the Corporation in all cases in which the rules are applicable and not inconsistent with these bylaws.

Section 2: In the case of a tie vote on any matter, the motion shall be defeated.

Section 3: Each eligible member, as defined in Article 4, can submit a written proxy to exercise their voting privileges during the annual meeting as long as they attend 1 day of the annual conference.

Article 9: Amendments

Section 1: These bylaws may be amended by a 2/3rds majority vote of the board.

Section 2: Notification of the meeting and copies of proposed bylaw amendments shall be mailed to all voting members at least 10 days prior to meeting.

Article 10: Dissolution

Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

Article 11: Nominations and Election Process

Section 1: The Chair of the Nominating Committee shall establish the election needs of the association each year, and will work with the Nomination Committee to identify potential members to serve on the board as vacancies become available or as terms expire.

Section 2: The Chair of the Nominating Committee shall notify the general membership of vacancies coming up for election 60 days in advance of the annual meeting.

Section 3: The Chair of the Nominating Committee will compile a list of all nominations for distribution to the general membership 30 days prior to the annual meeting.

Section 4: Nominations will also be taken from the floor at the annual meeting and added to the ballot as write-in candidates.

Section 5: Elections of the Board will be rotated in a three year cycles: Cycle 1: CA, ID, and “at-large 1” and “at-large 2”; Cycle 2: OR, WY, “at-large 3”; Cycle 3: WA, UT, NV, and “at-large 4”. The member-at-large positions will be replaced by State Representatives as active members can be identified for each state.

Andrew Dykstra, President

Jon Bansen, First Vice President

Dave Roberts, Second Vice President