

CONSTITUTION AND BY-LAWS
(approved 11/13/2025)

CONSTITUTION

Article 1: Name

This organization shall be known as the “Intermountain Idaho Milk Processors Association,” doing business as the “Intermountain Milk Processors Association”, a 501 (c)(6) non-profit organization.

Article 2: Objective

The objective of this Association shall be:

To advance the dairy industry of the Intermountain and Pacific Northwest regions and to cooperate with all organizations that work for the advancement and development of the dairy industry;

To hold conventions for the discussion of subjects relative to the processing of milk and milk products and to act in unison in matters affecting the welfare of all dairy interests.

Article 3: Membership

Section 1:

Members shall be such persons, firms and corporations, each in the business of processing, distributing, buying, selling or otherwise dealing with milk, cream, ice cream or any other dairy product in the Intermountain Pacific Northwest region. All other members will be referred to as Associate Members.

Section 2:

Applicants for membership will require for election the affirmative vote of a majority of the Board of Directors.

Section 3:

All Members are for full periods of a calendar year and are automatically renewed from year to year upon payment of the annual dues. The resignation of any members from this Association shall become effective at the end of the calendar year.

Article 4: Officers & Board of Directors

Section 1:

The officers of the Association shall be a President, Vice President, Immediate Past President, Industry Affairs Chairman, and Treasurer.

Section 2:

All officers shall be elected at the annual meeting and shall hold office for two years or until their successors have been duly elected and qualified. All officers must be Members in good standing in order to hold office.

Section 3:

The Board of Directors shall consist of the President, Vice President, Treasurer, Past President and five (5) to thirteen (13) other Members elected at the annual meeting. Four to nine shall be Members as described in Article 3 Section 1 and one to four shall be Associate Members as described in Article 2, Section 2 of the By Laws.

Section 4:

Members of the Board of Directors, other than the officers, shall be elected each year at the annual meeting and shall serve a term of two (2) years. The Associate Member Directors shall serve a two (2) year term. The four (4) to nine (9) member Directors shall be noted as Directors 1, through 9. No more than 2 board members shall represent the same Member company.

Section 5:

A quorum of the Board of Directors shall be one more than half of the current members, one of which shall be either the President or Vice President.

Article 5: Fiscal Year

The association's fiscal year shall be the calendar year.

Article 6: Dissolution

Upon dissolution of the Association, the assets of the Association will be disbursed to current Members based on current yearly dues paid.

Article 7: Amendments

This Constitution may be amended by a two-thirds vote of the Members present at any regular or special meeting provided notice of such amendment shall be forwarded to each Members 10 days in advance of the meeting, or by a 2/3 majority of responses to a mail ballot.

BY-LAWS

Article 1: Officers

Section 1: President

The duties of the President shall be to preside at all meetings during the President's term of office. The President shall appoint all committees and approve all payments out of the treasury. The President shall appoint an auditing committee, who shall audit the report of the Treasurer and shall report to the annual meeting.

Section 2: Vice President

The duties of the Vice President shall be to act on all occasions in the absence of the President.

Section 3: Secretary

The Secretary of the Association shall keep a complete and accurate record of the proceedings of this Association and of the Board of Directors. The Secretary will serve at the appointment of the President and will serve in an ex-officio capacity with no voting authority

Section 4: Treasurer

The duties of the Treasurer shall be to faithfully care for all funds of the Association, to collect all money due to the Association and to pay the expenses when approved by the President. The Treasurer shall ensure the President, Vice President and Treasurer's names and signatures are on all bank accounts, savings accounts, certificates of deposit, etc.

Section 5: Industry Affairs Chairman

The Industry Affairs Chairman shall be responsible for leading the committee to achieve its goals by setting agendas, facilitating discussions, overseeing operations, and ensuring strategic alignment with the organization. The Industry Affairs Chairman will possess the rights, authorities, and obligations of the Executive Committee but will be subject to appointment by the Board of Directors.

Section 6: Immediate Past President

The Immediate Past President serves as a member of the Executive Committee and shall assist and/or act on behalf of the President in accomplishing his or her role, duties, and responsibilities when requested or at the absence of the President. The Immediate Past President may assist in other ways as assigned by the President and Executive Committee.

Article 2: Board of Directors

Section 1:

The duties of the Board of Directors shall be to carry out the provisions of the Constitution and By-Laws, to arrange an annual meeting for Members (and all Directors), or special meetings, to confirm applicants for membership, to approve and direct the work of the officers of this Association, and in case of a vacancy in any office of Board position to appoint a Member to serve until the end of that positions term.

Section 2:

A Board Member is required to attend at least fifty percent (50%) of regularly scheduled Board meetings, or they may be removed from their position as a Board Member by a simple majority vote of the Board of Directors.

Section 3:

Board vacancies due to death, resignation, removal, disqualification or otherwise shall be filled for the unexpired term of office by the Board of Directors.

Article 3: Executive Director

Section 1:

The Board of Directors may designate and appoint any person as the executive director of the corporation and that person shall be charged with managing the affairs of the corporation, pursuant to the direction and control of the board of directors and the officers. The executive director shall not be a member of the corporation and shall not be a voting member of the board of directors but shall be an ex-officio member of the board of directors.

Section 2:

The term of the Executive Director shall be at-will and the status of the executive director shall be that of an independent contractor of the corporation. Terms of service shall include, but not be limited to, the scope of the Executive Director's authority to act for the corporation, the Executive Director's duties and compensation. The compensation to be paid to the Executive Director, if any, shall be determined by the board of directors.

Article 4: Members & Membership

Section 1:

All reputable firms, persons or corporations engaged in the processing, distribution or inspection of bovine milk, milk products, ice cream, frozen dessert products and other foods with a dairy product based in the Intermountain and Pacific Northwest regions, shall be eligible for membership in this Association.

Section 2:

In addition to regular membership, the Board of Directors may, at its discretion, provide for associate membership. Associate memberships shall be granted primarily to persons, firms, and corporations engaged in the sale and distribution to members of the industry, supplies, equipment and other related materials and relevant industry services.

Section 3:

Special assessments for stated purposes may be voted on by the Members at any regular meeting, or full member canvass by mail or electronically. Their assessments shall be collected by the Treasurer in the same manner as membership dues are collected. These assessments shall be used for the purpose for which they are collected. Any remaining balance from these assessments shall be reverted to the general fund.

Section 4:

The Board of Directors may, by a majority vote, authorize the organization to join, affiliate with, or maintain membership in other organizations, associations, or consortiums that further the mission and objectives of this Association.

Article 5: Dues

Section 1: Dues and Assessments

The dues of the Association shall be in amounts to be specified by the Board of Directors. Dues may be levied by the Board of Directors by a majority vote of all the members of the Board in any amounts determined by the Board as necessary to meet expenses and obligations of the Association.

Section 2: Dues Establishment

All dues shall be established and levied by the Board of Directors.

Article 6: Amendments

These By-Laws may be amended by a two-thirds (2/3) vote of the Members present at any regular or special meeting, provided notice of such amendment shall be forwarded to each member ten days in advance of the meeting, or by a 2/3 majority of responses to a mail ballot.

Article 7: Committees

Section 1:

The Executive Committee shall include the officers as described in Article 1 hereof. The Executive Committee shall be responsible for conducting the day-to-day affairs of the organization.

Section 2:

The Board of Directors shall annually make appointments of a chairman and members of each committee. The standing committees are as follows but the Board of Directors at any time may also form ad-hoc committees for special assignments:

Committee	Purpose
Governance	Monitoring and ensuring compliance with the Constitution and By-Laws. Overseeing the process of Director nominations.
Scholarship	Managing the use and disbursement of agreed scholarship funding, including solicitation of applications and selection of recipients.
Hall of Fame	Selecting and proposing new inductees for Board approval.
Membership	Promoting, soliciting, and presenting new members for approval.
Auditing	Oversee audit process and validation of IMPA finances.
Industry Affairs	Broadening scope of Legislative & Regulatory Affairs Committee – involvement in activities supportive of the Intermountain and Pacific Northwest dairy industry. The committee may establish subcommittees with the purpose of addressing state-specific issues, topics, and related priorities.
New Product Development	Organization and promotion of the annual competition, including engagement with participating universities and relevant faculty.
Communication	Developing ways to present and promote the dairy industry more effectively – including but not limited to information, press releases, website, social media etc.
Sponsorship	Generating sponsorship for annual conference and related association activities and events.
Wine & Cheese Auction	Organization and promotion of the annual competition and any other relevant scholarship fundraising.