



**Bylaws
of
Illinois Beef Foundation, Inc.**

**Article I
Offices**

- A. Principal and Other Offices. The principal office of the corporation shall be in Springfield, Illinois. The corporation may have one or more offices at such other place or places as the Board of Directors may from time to time determine or as the affairs of the corporation may require.
- B. Registered Office. The corporation shall have continuously maintained in the State of Illinois, a registered office and a registered agent whose office is identical with such registered office, as required by the Illinois Not for Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors.

**Article II
Members**

The corporation shall have no voting members.

**Article III
Board of Directors**

- A. General Powers. The affairs of the corporation shall be managed by its Board of Directors (the "Board"). Directors need be residents of the State of Illinois.
- B. Number, Tenure, Qualifications. The Board shall be composed of 10 Directors. The members of the Board of Directors shall include 4 members of the IBA Board of Governors nominated and elected by the IBA Board of Governors as well as 4 IBA members not serving on the IBA Board of Governors who shall also be nominated and elected by the IBA Board of Governors. The board shall also include the IBA President serving as Chairman and the IBA Executive Vice President serving as a non-voting Secretary/Treasurer. All members of the Board shall be elected and seated annually.
- C. Resignations and Vacancies. Any Director may resign at any time by giving written notice thereof to the Board. Such resignation shall take effect on the date specified therein and no acceptance shall be necessary. Any vacancy occurring in the Board of Directors may be filled by the IBA Board of Governors at its first meeting following such vacancy. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

- D. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this bylaw in conjunction with regularly scheduled meetings of the IBA Board of Governors. The Board may provide by resolution the time and place, within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.
- E. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman.
- F. Notice of Meetings. Notice of any special or regular meeting of the Board shall be given at least five (5) days previously thereto by telephone or by written notice, delivered personally or sent by mail or facsimile electronic mail to each Director at his address as shown by the records of the corporation. Any Director may waive notice of any meeting and the attendance of any Director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.
- G. Quorum. A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board where the Chairman is conducting the meeting and the Secretary/Treasurer is recording minutes.
- H. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute or these bylaws.
- I. Organization of Meeting. The Chairman shall preside at every meeting of the Board of Directors. If the Chairman is absent, incapacitated or refuses to preside at such a meeting, a temporary chairman, elected by a majority of the members present, shall assume the duties of presiding officer. Any dispute concerning the procedure to be employed at a meeting of the Board, shall, as not inconsistent with the applicable statutes or these bylaws, be governed by Robert's Rules of Order, newly revised.
- J. Compensation of Directors. Directors shall not receive any compensation for their services as such, but may be allowed reimbursement for expenses incurred in service to the Corporation.
- K. Removal. Directors may be removed, with or without cause, at any time by the IBA Board of Governors.
- L. Meetings by Telephone. Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors of such committee by means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

Article IV **Committees**

- A. Committees of Directors. The Board of Directors may create one or more committees of the Board and appoint one or more Directors to serve on them. No such committee shall have the authority of the Board of Directors in reference to authorizing distributions, electing, appointing or removing any Director, amending articles of incorporation, amending, altering or repealing the bylaws; approving a plan of merger, or approving a sale, lease exchange or other distribution of all, or substantially all of the corporation's property, with or without goodwill, otherwise than in the usual and regular course of business.
- B. Rules. The same rules described herein regarding meetings, action without meeting, notice, waiver of notice and quorum and voting requirements of the Board of Directors similarly apply to the committees of the Board and their members.

Article V
Officers

- A. Designation of Officers. The officers of the corporation shall be a Chairman and a Secretary/Treasurer. These officers shall already be members of the Board. The Chairman shall be the President of the Illinois Beef Association and the Secretary/Treasurer shall be the Executive Vice President of the Illinois Beef Association.
- B. Election and Term of Office. The officers of the corporation shall serve simultaneously through their election or respective office within the IBA.
- C. Chairman. The Chairman shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business affairs of the corporation. He shall preside at all meetings of the Board. The Chairman of the corporation shall simultaneously serve as the elected President of IBA, unless the President of IBA appoints another director to serve as Chairman of the corporation's Board of Directors.
- D. Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; assure that all corporation records are properly maintained, including records of all funds and securities of the corporation ; and, in general, perform all the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him by the Chairman, or by the Board of Directors. The Secretary/Treasurer shall also be the chief administrative officer of the corporation. In his/her capacity as chief administrative officer of the corporation, he shall supervise and review the activities of the he shall make periodic reports to the Chairman of his/her activities and the administrative operations of the corporation and shall perform such other duties as may be assigned to him by the Chairman or by the Board. The Secretary/Treasurer of the corporation shall simultaneously serve as the hired Executive Vice President of IBA.

Article VI
Contracts, Checks, Deposits, and Funds

- A. Contracts. The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officer so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- B. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instrument shall be signed by the Secretary/Treasurer.
- C. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select or may be already engaged by the Illinois Beef Association.
- D. Gifts and Contributions. The Board of Directors may accept on behalf of the corporation, any gift, contribution, bequest or devise for the general purposes or for any special purpose of the corporation. These gifts, etc may be for restricted or unrestricted purposes and the Board reserves the right to decline any contribution. No portion of funds going to universities or other institutions from the Foundation for research may be allocated for indirect costs.

Article VII
Books and Records

The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board and shall keep at its registered office a record giving the names and addresses of its Directors.

Article VIII
Fiscal Year

The fiscal year of the corporation shall be from October 1 to the succeeding September 30.

Article IX
Corporate Seal

The Board shall provide a corporate seal which shall have inscribed thereon the name of the corporation.

Article X
Indemnification

- A. Indemnification. To the extent permitted or required by the act (as defined below) and any other applicable law, if any Director or officer (as defined below) of the corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Director or officer of the corporation, the corporation (I) shall indemnify such person from and against any judgements, penalties, fines, amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (II) shall advance to such person expenses incurred in such proceeding.

The corporation may in its discretion (but is not obligated in any way) to indemnify and advance expenses to an employee or agent of the corporation to the same extent as to a Director or officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its Directors, in a contract or in its articles of incorporation.

Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

As used in this article, the following terms have the following meanings;

1. Act. The term "act" means the Illinois Not for Profit Corporation Act as it exists on the date this article is adopted and as Illinois Not for Profit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Illinois Not for Profit Corporation Act after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term "act" shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than Illinois Not for Profit Corporation Act permitted prior to the amendment.
2. Director or Officer. The term "Director" or "officer" means (I) a Director or officer of the corporation and (II) while an individual is a Director or officer of the corporation, the individual's serving at the corporation's

request as a Director, officer, partner, member, manager, employee, fiduciary, or agent or another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, and (III) any other position (not with the corporation itself) in which a Director or officer of the corporation is serving at the request of the corporation and for which indemnification by the corporation is permitted by the act.

3. Proceeding. The term "Proceeding" means and threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.
4. Code. The term "Code" means the Internal Revenue Code of 1986, as amended from time to time.

B. Limitation. Notwithstanding any other provision of this Article X, during any period that the corporation is a "private foundation" within the meaning of section 509 of the Code, or any corresponding provision of any future United States tax law, the corporation shall not indemnify any person from or against or advance to any person the cost of, such expenses, judgements, fines, or amounts paid or necessarily incurred, nor shall the corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of section 4941 of the Code, to be a taxable expenditure within the meaning of section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

Article XI **Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Illinois Not for Profit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws of the corporation, a Director may waive any notice required to be given to such Director by the Act or these bylaws: (i) whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the corporation which is signed by the Director entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or (2) by a Director's attendance at the meeting whereby such Director waives objection to lack of notice or defective notice, unless the Director at the beginning of the meeting objects to the holding thereof or transacting business at the meeting because of lack of notice or defective notice and the Director also does not vote for or assent to action taken at the meeting. Further, even if a Director attends or participates in a meeting, the Director does not waive any required notice if special notice was required of a particular purpose and the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

Article XII **Amendments**

Subject to the prior approval of the IBA Board of Governors, these bylaws may be amended or revised by a majority of the Directors present at any regular or special meeting of the Board. Written notice of an intent to amend the bylaws must be sent to all Directors not less than thirty (30) days prior to the vote.

Article XIII **Standards of Conduct for Officers and Directors**

Each Director and officer with discretionary authority shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director or officer reasonable believes to be in the best interests of the corporation. In discharging duties, a Director or officer is entitled to rely on information, opinions, reports, or statements including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the Director or officer

reasonably believes to be reliable and competent in the matters presented, (ii) legal counsel, a public accountant, or another person as to the matters the Director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Director, a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

A Director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A Director or officer is not liable as such to the corporation for any action taken or omitted to be taken as a Director or officer, as the case may be, if, in connection with such action or omission, the Director or officer performed the duties of the position in compliance with this Article XIII.

Article XIV

Directors' Conflicting Interest Transactions

- A. Conflicting Interest Transactions. As used in this Article, "conflicting interest transaction" means; a contract, transaction, or other financial relationship between the corporation and a Director of the corporation, or between the corporation and a party related to a Director, or between the corporation and an entity in which a Director of the corporation is a director or officer or has a financial interest.
- B. Prohibition Against Loans to Directors or Officers. No loans shall be made by the corporation to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.
- C. Voidability of Conflicting Interest Transactions. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the corporation, solely because the conflicting interest transaction involves a Director of the corporation or a party related to a Director or an entity in which a Director of the corporation is a Director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the corporation's Board of Directors or of the committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if:
1. The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorized, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or
 2. The conflicting interest transaction is fair as to the corporation.
- D. Party Related to Director. For purposes of this Article, a "party related to a Director" shall mean a spouse, a descendant, an ancestor, a sibling, the spouse or descendant of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a Director, officer, or has a financial interest.