

## **Article II – Board of Directors**

**Section 1.** The Board of Directors is to consist of a minimum of eight (8) and a maximum of sixteen (16) directors. The Articles of Incorporation issued July 17, 1939 do not provide that amending the Articles of Incorporation need make a change in the number of directors. Only amending these By-Laws is necessary and future increases or decreases in the Board may be established by a majority vote of the Board.

**Section 2.** The operation and management of the Montana Food Distributors Association shall be lodged in the Board of Directors. Each Director shall be a member or member's representative, all of whom must be actively engaged in business in the State of Montana. A majority of the directors duly elected must be retail grocers actively engaged in business in the State of Montana. All Directors must be members of the Association in good standing.

## **ARTICLE III – Elections, Meeting, and Tenure of Directors**

**Section 1.** The election of the Board of Directors shall take place at the annual meeting of the members and shall be held in the following manner: The Chairman shall appoint a nominating committee of three members, who shall nominate from the membership of the Montana Food Distributors Association as many candidates as there are directors to be elected, The Directors shall be elected from among such candidates by ballot of the membership present at the annual meeting or at a special meeting of the membership, as may be specified by the Board of Directors.

**Section 2.** Directors are elected for a term of three (3) years and will serve until their successors are duly elected and qualified. Directors may not serve for a period longer than two (2) three (3) year consecutive terms or eight years which ever is greater. However, under extenuating circumstances a quorum of the Board of Directors may extend a directors term one year at a time so long as such action is duly noted in the minutes of the corporation.

**Section 3.** Directors shall be elected from and will serve as representatives of the various industry segments. Every effort must be made to make sure that all segments are represented with Retailers holding a majority of positions. Industry segments are set out as follows:

### **Industry Segments**

**Retailers (Convenience Stores, Neighborhood Grocer, Conventional & Supermarket)**

**Major Warehouses (Associated, Supervalu, URM)**

**Distributors (Beer, Wine, Pop, etc.)**

**Processor (Milk, Meat, Egg, etc.)**

**Equipment Supplier (Cash Register/Computer, Deli, Heat or Refrigeration Equipment, etc.)**

**Wholesaler**

**Manufacturer, Food Broker or Professional Service**