



CDCB Bylaws Committee

1. Background

The Bylaws Committee (BLC) is appointed by the CDCB Board of Directors to review the existing bylaws and make recommendations to the CDCB Board of Directors in order to account for changes implemented to CDCB's governance processes that require amendments to the CDCB bylaws and to suggest adopting other best practices for the organization's bylaws.

BLC members are members of the CDCB Board of Directors representing the four member-sectors and the CDCB CEO.

2. Purpose

BLC exists to prepare and guide the CDCB Board of Directors through the process of reviewing its bylaws.

3. Scope

- Consider the bylaws review suggestions presented to the CDCB Board of Directors in April 2018 (attached).
- Additional points;
 - Define term limits for the CDCB Board members.
 - Establish minimum representation of dairy farmers in the board.
 - Other points that the BLC members may consider pertinent.

4. Term

These Terms of Reference are effective from (June 22, 2018) and will be ongoing until terminated by the CDCB Board of Directors.

5. Membership

Category	Director
Dairy Records Providers	Jay Mattison
Purebred Dairy Cattle Association	Boyd Shaufelberger, Chair
National Association of Animals Breeders	Nate Zwald
Dairy Records Processing Centers	Bill VerBoort
CDCB CEO	João Dürr
Total:	

6. Accountability

The BLC is a non-executive body appointed by and reporting back to the CDCB Board of Directors.

7. Roles and responsibilities

BLC:

- To serve as the representative panel to perform the preliminary review of the existing bylaws and make recommendations to the CDCB Board of Directors.
- To review proposals of changes to the CDCB bylaws provided by the CDCB legal adviser.
- To identify opportunities of improvement in the CDCB bylaws towards better practices for the organization.

Membership:

- To put the interests of the CDCB above any personal or corporate interests or preferences when making recommendations.
- To attend all scheduled BLC meetings and conference calls.
- To keep confidentiality on all BLC discussions, except from the necessary consultations to the other sector representatives within the CDCB Board of Directors.

Chair:

- To facilitate the schedule of BLC meetings and conference calls.
- To establish the agenda and organize the materials for the BLC meetings and conference calls.
- To prepare reports with BLC recommendations to the CDCB Board of Directors in due time.
- To chair meetings and calls.
- The CDCB CEO will provide logistic support to the Chair.

8. Timeline

- June 22, 2018 – Initial conference call
- (Tentative) Face-to-face meeting on August 20, 2018, before the CDCB Board meeting
- Schedule conference calls as necessary
- Final report: December Board meeting, December 13-14, 2018