

Arkansas Association for Food Protection

CONSTITUTION AND BYLAWS

August 10, 2010

Arkansas Association for Food Protection

CONSTITUTION

MISSION STATEMENT

To provide a forum to encourage improvement of all areas of food safety and quality. Increase the knowledge level and professional status of our membership in the areas of food safety and quality.

ARTICLE I ASSOCIATION

There is hereby created the Arkansas Association for Food Protection, Inc., not for pecuniary purposes, which shall hereinafter be referred to as AAFP or the Association. AAFP is chartered as an affiliate of the International Association for Food Protection, Inc., hereinafter referred to as IAFP.

ARTICLE II OBJECTIVES

The objectives of AAFP will be to:

1. Provide a forum for professionals in the area of food safety and quality.
2. Improve the professional status of the members.
3. Assist members in their technical work and professional development.
4. Disseminate information regarding the protection of the food supply.
5. Develop, improve and promote sanitary methods and procedures for the development, production, processing, distribution, preparation and serving of food.
6. Develop, improve and promote methods and procedures for supervision and inspection of the production, processing, distribution, preparation and serving of food.

ARTICLE III MEMBERSHIP

- Section 1. The classes of membership in AAFP shall be Regular, Student, Corporate, and Honorary Life Members.
- Section 2. The qualification of the several classes of members, the dues of each, the manner of becoming a member, and their rights and privileges shall be prescribed in the Bylaws, except as otherwise provided in this Constitution.
- Section 3. Members of this Association are eligible for membership in the International Association for Food Protection (IAFP), Inc., and subject to the membership regulations stipulated by that association.
- Section 4. An applicant whose membership is denied in the Association will be given an opportunity to appear before the Board of Directors within 30 days from notification of rejection to appeal for reconsideration. If no regular meeting of the Board of Directors is scheduled within 30 days, the president shall call a special board meeting for the purpose of presenting the applicant representative for testimony. The representative shall then be excused and the board will consider information revealed and determine if cause is sufficient for reconsideration of the applicant. Motion for reconsideration shall require a two-thirds majority of those present and voting.

ARTICLE IV OFFICERS AND EXECUTIVE BOARD

- Section 1. The Officers of this Association shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer and a Past President and must be members in good standing with AAFP.
- Section 2. The Board of Directors shall be composed of the officers of AAFP and three (3) Directors. The Board of Directors must be selected from members in good standing with AAFP and shall be representative of the membership in that at least one Board member is from the Regulatory segment, at least one is from Academia and at least two are from Industry (retail, food service or processing). The remaining positions may be from Regulatory, Academia, Industry or Industry Support. They shall be elected by a majority of the official ballots cast by the association's membership prior to January 1 of each year. The term of each officer shall be *one year* or until a successor is duly elected or appointed.

- Section 3. The Secretary and the Treasurer shall be appointed by the President, must be members in good standing with AAFP, and are subject to ratification by the Board of Directors. The term of each officer shall be *one year* or until a successor is appointed.
- Section 4. The Governing Body of AAFP shall consist of the current duly elected and appointed Officers and Board of Directors, and the and IAFP Affiliate Council Delegate.
- Section 5. If the Status of any duly elected or appointed officer or director changes during his/her term of office so that the incumbent is no longer qualified for Association membership as defined in Constitution Article III, Section 2, then such officer/director shall be deemed ineligible to hold office in AAFP, and such office shall be declared vacant. The President is authorized to make pro tem appointments to fill such vacant positions from any member acting as a Director at Large, as indicated in Article II, Section 1, of the Bylaws of AAFP.
- Section 6. The President of AAFP may appoint up to two (2) Directors at Large who will act in a support capacity to the Board of Directors. A Director at Large will not have a vote on the Board, but may be recognized to speak at the Board meetings and participate in Board functions.
- Section 7. In the event of a vacancy on the Board of Directors, the Director at Large selected to fill this position may be elected to the Board according to Article IV, Section 5, of the Constitution and Article II, Section 1 of the By-Laws.
- Section 8. If a member of the Board of Directors is not participating in scheduled Board Meetings or engages in conduct contrary to the peace and harmony of AAFP the member may be removed from the Board of Directors. Notice of such action shall be made by US mail, e-mail or phone to all members of the Board of Directors at least 30 days prior to any action to be taken by the Board.
- Section 9. Members of the Governing Body must remain active during their tenure by attending the majority of business meetings, either in person or by conference call. Attendance must be in person for no less than one (1) business meeting during the AAFP calendar year in order to maintain a position within the Governing Body.

ARTICLE V INDEMNIFICATION

Section 1. Extent of Coverage. Any person or member made or threatened to be made a party to any claim, action, suit or proceeding, because such a person or member served on the Board of Directors or a committee or was an officer or employee of the Association, shall be defined, held harmless and indemnified against all judgments, fines, amounts paid in settlements, reasonable costs and expenses, including attorney's fees and other liabilities that may be incurred as a result of such action, suit or proceedings, if such person or member acted in good faith for a purpose which he, she or it reasonably believed to be in the best interest of the Association when participating with another association or organization, and with respect to any criminal actions or proceedings, in addition, had no reasonable cause to believe that his, her or it's conduct was unlawful. Such indemnification shall pass to the successors, heirs, executors or administrators of such person or member. The termination of any civil or criminal action or proceeding by judgment, settlement, conviction or upon plea of nolo contendere, or it's equivalent, shall not in itself create a presumption that any such person or member did not act in good faith for a purpose which he, she or it had a reasonably believed to be in the best interest of the Association, or that he, she or it had reasonable cause to believe that his, her or its conduct was unlawful. If any such claim, action, suit or proceeding is compromised, it must be with the approval of the Board of Directors of this Association. Such indemnification as is herein provided shall be apportioned equally among each member. Payment of settlements resulting from indemnification, proceedings, where from accumulated association funds or through equal membership assessment, shall be determined by the Board of Directors as authorized in the Bylaws Article II, Section A, subparagraph 2.

Section 2. Determination. In each instance in which a question of indemnification arises, entitlement thereto, pursuant to the conditions set forth in Section 1 of this Article, shall be determined by the Board of Directors acting by a quorum consisting only of directors who are not parties to such action, suit or proceeding; provided, however, that a person or member who or which has been wholly successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding of the character described in Section 1 of this Article shall be entitled to indemnification as authorized in such section. If a quorum is not obtainable with due diligence, entitlement to indemnification shall be determined by the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct has been met by such person or member, or by the members of the Association upon a finding that such person or member has met the applicable standard

of conduct. Nothing herein shall be deemed to bind a person or member who or which the Board of Directors has determined not to be entitled to indemnification, or to preclude such a person or member from asserting the right to such indemnification by appeal from the determination of the Board of Directors and by legal proceedings.

ARTICLE VI MEETINGS

- Section 1. Each year, AAFP shall hold or sponsor an Annual Educational Conference and/or Educational Meeting(s).
- Section 2. The Annual Business Meeting shall also be held during the Annual Educational Conference or designated Educational Meeting.
- Section 3. Other business meetings of AAFP may be called by the Governing Body by announcing any called meeting via e-mail or other electronic means at least 30 days prior to the date of the meeting.
- Section 4. In case there is no quorum present (as defined in Constitution Article VI, Section 5, subparagraph A) to transact necessary business, the Governing Body, to act in the best interests of AAFP, shall reschedule the meeting at the earliest date possible and table all proposed business until a quorum can be met.
- Section 5. The Governing Body shall meet at each AAFP Annual Business Meeting and at least quarterly or as often as deemed necessary by the President for a minimum number of four (4) business meetings per AAFP calendar year.
- A. A quorum for Governing Body meetings shall consist of at least 5 (five) members and decisions shall be by a majority vote of those present.
- B. In the event of a tie vote, the presiding officer will be permitted to vote.

ARTICLE VII AMENDMENTS

- Section 1. This Constitution may be amended by a two-thirds vote of the members voting at any Annual Business Meeting of AAFP, by mail, or by electronic mail.

- A. Any member proposing an amendment(s) to AAFP's constitution must submit his/her proposal in writing to the Secretary at least 30 days before the Annual Business Meeting. Such notice may be made by first class mail or via electronic means such as e-mail.
- B. The Secretary shall immediately notify all members of such proposed amendments in writing. Such notice may be made by first class mail, in the AAFP's Newsletter or via electronic means such as e-mail. Instructions for approving or rejecting any proposals must be provided at the time the notice is sent.

ARTICLE VIII DISSOLUTION

- Section 1. In the event of the dissolution of AAFP for any reason, any accumulated funds will be distributed to one or more entities (non-profit) promoting the objectives of AAFP. Any distribution shall be approved by the Governing Body.

ARTICLE IX PARLIAMENTARY PROCEDURE

- Section 1. The AAFP parliamentary procedure shall be governed by Robert's Rules of Order.

Arkansas Association for Food Protection

BYLAWS

MEMBERSHIP AND DUES

Section 1. Any person who is eligible for membership under the provisions of the AAFP Constitution and who shall file an official application, accompanied by the appropriate annual membership dues, may become a member of the Association for one calendar year. The Governing Body must approve the application form used. Members whose dues are six (6) months in arrears shall be dropped from membership. The Governing Body shall establish the amount of annual membership dues subject to approval by the membership by either mail ballot, electronic ballot or by vote at the Annual Business Meeting and are as listed below.

Annual Dues are \$20.00 per calendar year or \$35.00 for two (2) years.

Student dues are \$5.00 per calendar year.

Corporate dues are based on a tiered structure as defined below:

1. Bronze: Annual fee \$500 per calendar year.
2. Silver: Annual fee \$750 per calendar year.
3. Gold: Annual fee \$1000 per calendar year.

Honorary Life Members are dues exempt

Section 2. Regular Members

- A. Regular members of AAFP shall be those persons who are engaged in or otherwise interested in the objectives of AAFP.
- B. Regular members may attend meetings of AAFP and shall be entitled to vote and hold office.

- C. Regular members are entitled to discounted member rates for Educational Meetings and the Annual Educational Conference.

Section 3. Student Members

- A. Student members of AAFP shall be those persons who are enrolled full-time in any accredited educational institution with an educational curriculum which supports the vision and mission of AAFP.
- B. Student members may attend meetings of AAFP but may not vote or hold office except as provided in Article IV, Section 3 of the AAFP Constitution.
- C. Student members are entitled to discounted student rates for Educational Meetings and the Annual Educational Conference.

Section 4. Corporate Memberships

- A. Corporate Sponsors shall be corporations, organizations or persons who are interested in the objectives of AAFP. They may include, but are not limited to, firms that manufacture, process, distribute, wholesale, retail, supply, support and consult to the food industry to improve the knowledge level and professional status of all members in food safety and quality issues.
- B. Corporate members will be entitled to the following benefits based on tier level of sponsorship:
 - Bronze:
 - One free individual membership
 - One free AEC registration
 - Line listing recognition in AAFP newsletter
 - Recognition as bronze sponsor on AAFP website with link to company's home page
 - Silver:
 - Two free individual membership
 - Two free AEC registration
 - Line listing recognition in AAFP newsletter
 - Recognition as silver sponsor on AAFP website with link to company's home page
 - Gold:
 - Four free individual membership
 - Two free AEC registrations
 - One free AEC exhibitor registration (or 3rd AEC registration)
 - Line listing recognition in AAFP newsletter

- Recognition with company logo as gold sponsor on AAFP website with link to company's home page

Section 5. Honorary Life Members

- A. Honorary life membership may be conferred on a member of AAFP, who, on account of their substantial contributions to the objectives of AAFP, have been nominated by a member(s) and confirmed by the Governing Body.
- B. Honorary life members may not hold office in AAFP, but may serve on committees and as appointed representatives of AAFP.
- C. Honorary life members may attend meetings of AAFP, be accorded privilege of the floor, and shall be entitled to vote.
- D. Honorary life members are entitled to discounted member rates for Educational Meetings and the Annual Educational Conference.

Section 6. Each member in good standing shall receive, at no extra cost, all Association literature and publications and other such mailings as the Governing Body may deem appropriate.

ARTICLE II

DUTIES OF OFFICERS AND DIRECTORS

Section 1. Arkansas Association for Food Protection Officers

- A. President - It shall be the duty of the President to preside at all meetings of AAFP and serve as Chairperson of the Governing Body.
 - 1. The President shall appoint the Secretary and Treasurer as directed in AAFP Constitution Article IV Section 3.
 - 2. The President shall appoint all Directors at Large as directed in AAFP Constitution Article IV Section 6.
 - 3. President shall appoint all committee chairpersons unless otherwise directed by a majority vote of the Association's membership, make pro tem appointments to fill any vacancy that may occur in the officers and directors as directed in

AAFP Constitution Article IV Section 5 and perform other duties required of him/her by AAFP.

4. Sign all contracts and agreements in behalf of AAFP upon approval of the Governing Body.

B. President Elect – Elected annually and automatically progresses to President at the end of the term.

1. The President-Elect shall perform the duties of the President in his/her absence.
2. The President-Elect shall make arrangements for the meeting space and hotel accommodations for the Annual Educational Conference and Meeting.

C. Vice President – Elected annually.

1. The Vice President shall perform the duties of the President-Elect in the President-Elect's temporary absence. In the event of the temporary absence of the President-Elect and President, the Vice President will perform the duties of both offices.
2. The Vice President shall serve as the liaison with all Committees, except the Membership Committee, and report back at each business meeting to the Executive Board on Committee programs and shall make recommendations regarding their organization and structure.

D. Secretary - Appointed by the President, ratified by the Governing Body.

1. The Secretary shall perform the duties of the Vice President in the Vice President's temporary absence.
2. The Secretary shall record the minutes and proceedings of all business meetings including the annual business meeting of the Governing Body and shall disseminate or report such actions as directed by that group.
3. The Secretary shall oversee the Membership Committee and ensure an accurate membership database is maintained.
4. The Secretary shall complete all necessary Association correspondence with IAFP including the assembly and submission of the AAFP Annual Report.

5. The Secretary shall assist the President-Elect in making the arrangements and preparing a program for the Annual Educational Conference and Meeting.

E. Treasurer – Appointed by the President, ratified by the Governing Body. The Treasurer shall manage all the financial affairs of the Association including but not limited to:

1. Collecting money and maintaining appropriate duplicate receipts, depositing money in a bank, electronic transfer of Association funds and paying Association related bills by check.
2. Making investments on behalf of the Association as directed by the Governing Body of the Association.
3. Maintaining appropriate records of all transactions.
4. The Treasurer shall be bonded and any fees associated with this bonding shall be paid by the Association.
5. The Treasurer shall submit all financial records for an annual review by the Financial Review Committee and shall prepare and present a detailed statement of the current financial condition of the Association at each Annual Business Meeting, and each business meeting of the Governing Body. The fiscal year of the Association will be concurrent with the calendar year.

F. Directors – The Directors are elected annually and serve for a one year term.

1. The Directors are to assist the Officers of the Association in the management of the Associations affairs.
2. The Directors shall take an active part in the committee programs, including being appointed as a committee chair, and actively support the Annual Educational Conference and educational meetings.

Section 2. Committee Appointments - All committee appointments shall be made by the President from Association members in good standing and ratified by the Governing Body.

A. Nominating Committee Chairperson.

1. The Chairperson shall select a committee, which shall nominate at least one Association member in good standing for each elected office, including three (3) association members for positions on the Board of Directors.
2. The Chairperson shall make a call for nominations from the general membership via mail, e-mail or other electronic means by the October 31st prior to the general election.
3. The Chairperson may also accept nominations made in writing to the association Secretary.

B. Education Committee Chairperson.

1. The Chairperson will select a committee, which shall plan Association sponsored training courses and Educational meetings, topics and content. These activities are subject to the approval of the Governing Body of the Association.
2. The Chairperson will coordinate the activities of the Annual Educational Meeting Poster competition and the Associations involvement in the selection process and awards.
3. The Chairperson will be responsible for coordination and execution of registration for all Educational Meetings.

C. Financial Review Committee Chairperson

1. The Chairperson shall be appointed by the President 60 days prior to the end of each fiscal year.
2. The Chairperson will select a committee which shall conduct a formal financial review of the Treasurer's books and all other fiscal records and report its findings to the Association at the next Annual Business Meeting.

D. Membership Committee Chairperson

1. The Chairperson will select a committee, which shall maintain a master database which contains all member and

corporate sponsorship data including all contact information (address, phone, e-mail, etc...), membership status and date of initial membership.

2. The Chairperson will coordinate with the committee to define membership incentives for membership renewal and recruiting of new members.
3. The Chairperson will oversee surveys of all members including those not in good standing for the purpose of generating data which may be used by the Association for improvement and sustainability.
4. The Chairperson will be responsible for maintaining the Association website, distribution of the newsletter and all communication to the general membership.
5. The Chairperson will be responsible for inventory and control of all Association assets required for conducting association business.

E. Awards Committee

1. The President-Elect shall chair this committee.
2. The committee shall consist of three non-Executive Board members and the Vice President.
3. The committee shall review all nominations for all following awards:
 1. Michael G. Johnson Graduate Fellowship
 2. TBD
4. The Awards process:
 1. Nominations for the Awards must be received by the President-elect not later than 60 days preceding the annual meeting.
 2. Award decisions will be determined by a majority vote of the designated committee members.
 3. Decisions of the committee must be furnished to the President not later than 30 days preceding the Annual Business Meeting.
 4. The President-Elect shall secure the proper awards to present at the Annual Business Meeting.
5. Awards committee members are not eligible to receive awards.
6. Awards shall also include those available from IAFFP.

- F. Other Committees – The President may appoint other committees as deemed necessary or required to fulfill the needs of the Association.

Section 3. The full management of the affairs of the Association shall be in the hands of the Governing Body as provided in the Constitution and Bylaws for the Association.

ARTICLE III

MEETINGS

Section 1. The Governing Body shall meet as often as necessary to carry on the required business of the AAFP.

Section 2. Program content for the Annual Educational Conference and Meeting shall be made by the President-Elect, subject to the approval of the Governing Body of the AAFP.

ARTICLE IV

AMENDMENTS

AAFP Bylaws may be amended at any Business Meeting by a majority affirmative vote of the regular members in good standing or honorary life members in attendance at the annual meeting. Any member proposing an amendment(s) to the Bylaws of the AAFP must submit his/her proposal in writing to the Secretary at least thirty (30) days prior to the Business Meeting. The Secretary shall immediately notify the members in writing of the proposed amendment(s).

ARTICLE V

AFFILIATE COUNCIL DELEGATE

Section 1. The Governing Body shall appoint one Association member in good standing for a one year term as a representative to the IAFP Affiliate Council. The term of this appointment is to run concurrently with the elected offices of the Association. This member will be the official delegate of AAFP at all International meetings and represent AAFP in good faith. This member shall prepare a written report regarding the discussions and actions taken by the IAFP Affiliate Council. This report shall be submitted to the Association President within 30 days of the end of the International meeting.

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