

By-Laws (Updated: XXX)

ARTICLE I – NAME

The name of this non-profit organization is the “Association of Food and Drug Officials of the Southern States”, hereinafter referred to as the Association. The Association shall include the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Texas, Virginia and the territory of Puerto Rico.

ARTICLE II – OBJECTIVES AND PURPOSES

The objectives and purposes of the Association shall be to:

1. Promote and foster uniformity of food, drug, cosmetic, device, product safety, environmental and public health, and related consumer protection laws.
2. Encourage and promote uniform and cooperative enforcement of food, drug, cosmetic, device, product safety, environmental and public health, and related consumer protection laws at all levels of government.
3. To develop training programs to assist members in their technical work and development and to promote uniformity of inspection and analytical techniques for enforcement officials at all levels of enforcement.
4. Foster and promote modernization of existing laws, regulations, administrative procedures, inspection and analytical techniques in consumer and public health protection.
5. Cooperate with the Association of Food and Drug Officials (AFDO) and other organizations having similar objectives.
6. Encourage and promote improved communications between and among consumer, enforcement, and related producer and industry groups.
7. To sponsor a scholarship fund for students pursuing undergraduate or graduate education in a food or drug related field.

This Association is a public benefit association that shall be organized and operated at all times exclusively for religious, charitable, scientific, literary, educational and other purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the Code) or corresponding provisions of any subsequent federal tax laws. Neither the members of the Executive Board nor officers nor members shall have the power or authority to do any act that will prevent the Association from being an organization described in Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE III – MEMBERSHIP

Section I. There shall be five (5) classes of membership in the Association: Regulatory, Academic, Associate, Alumni and Life. Members of the Association shall advocate the promotion or enforcement of federal, provincial, state, or local food, drug, cosmetic, device, environmental, public health and consumer protection laws, ordinances, or regulations in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Texas, Virginia, and the territory of Puerto Rico.

Section 2. The qualifications for each class of membership shall be:

1. Regulatory Members: shall be persons employed by federal, provincial, state, county, municipal departments or units.
2. Academic membership: shall be individuals attending or employed by a college or university.
3. Associate Members: shall be persons affiliated with industry, organizations, or professions maintaining an interest in the objectives of the Association.
4. Alumni Members: shall be persons, who, during the period of their employment, held active membership in this Association in one of the above membership categories.
5. Life Members: Regular Members who are nominated by the Executive Board and approved by the Association in recognition of their substantial contribution to the achievements of the objectives of the Association.

Section 3: Membership Participation: Only Regulatory members can be elected to the Association's Executive Board and serve on said board. The only exception is the appointment of an associate or academic member to the Executive Board as outlined in Section 1, Article IV.

Section 4: Membership Rights and Privileges: Individual classes of membership shall be entitled to rights and privileges within the Association as follows:

1. Regulatory Members: Regulatory Members shall be entitled to the full rights and privileges of the Association, including the right to be elected to the Executive Board, be a chair or member of committees, and to vote on issues to come before the Association.
2. Associate Members: Associate Members shall be non-voting members who may hold committee chair positions, attend business meetings, serve on committees, and upon appointment to the Executive Board by the Association President, be an ex officio honorary member of the Executive Board and associate committee chair.
3. Academic Members: Academic members shall be non-voting members who may hold committee chair positions, attend business meetings, and serve on committees.
4. Alumni Members: Alumni Members shall have all the right and privileges of the membership classification held prior to retirement unless said member becomes re-employed in a different membership category. Rights and privileges consistent with re-employment would then apply.
5. Life Members: Life Members shall be entitled to the full rights and privileges within the Association, consistent with their respective category classification whether regulatory, associate, academic, or life member.

All members are entitled to receive routine communication of the Association including announcements, general updates, meeting information, and other correspondence relating to the Association and/or membership's activities.

ARTICLE IV –EXECUTIVE BOARD AND OFFICERS

Section 1. Executive Board: The Executive Board shall direct and act for and on behalf of the Association in any administrative, financial, legislative, educational, or other capacity as the Association may direct, or act on its own initiative between meetings and report such action at the next meeting. The Executive Board shall be composed of the officers, the immediate Past President, and the AFDOSS Affiliate Director to the AFDO board. Federal-State Relations representatives and an academic and associate member may serve as advisors to the board, if appointed, but shall not be voting members.

Section 2. Officers: The (5) Officers of the Association shall consist of a President, a Vice-President, Secretary, Treasurer, Junior Board Member, and Senior Board Member.

Section 3. Service Succession: A system of succession shall be utilized to fill positions on the Executive Board. The Board positions involved in the system for the order of rotation shall be: 1) Past President, 2) President, 3) Vice President, 4) Senior Board Member, 5) Junior Board Member. One Regulatory Member of the Association shall be elected at each annual meeting to serve as a Junior Executive Board member for one year, after which the member becomes eligible for succession to the offices of Senior Executive Board Member, Vice President, President, and Past President.

Section 4. Eligibility: To be eligible for election to the Executive Board, the representative shall be an active member.

Section 5. Terms of Office:

- a. **Officers:** The Past President, President, Vice President, Junior Executive Board Member, and Senior Executive Board Member shall be for a term of one (1) year.
- b. **AFDOSS Affiliate Director to the AFDO Board:** The term of office for the AFDOSS Affiliate Director to the AFDO Board shall be four (4) years. This representative shall be elected from the regulatory or life-regulatory membership categories and may be re-elected with no limit in term.
- c. **Secretary and Treasurer:** The Secretary and Treasurer shall be elected for a term of three (3) years and may be re-elected with no limit to the number of terms. The Secretary and Treasurer shall be elected from the regulatory or life-regulatory membership categories.
- d. **Federal-State Relations, Academic and Associate Representative:** These representatives shall be appointed by the Association President and approved by the Executive Board.
- e. **Assumption of duties:** The newly elected officers and board members shall be installed at the annual meeting and shall assume their duties at the close of the annual meeting.
- f. **Removal of Executive Board Members**
 - 1) Causes for removal shall be defined as malfeasance, misfeasance, or nonfeasance of duties assigned in the Constitution and By-laws; being convicted of a felony; or acting in a manner that is detrimental to the Association or any member of the Association.
 - 2) To begin the process for removal, any member of the Association must notify any officer of the Association in writing of the reasons for his or her removal.
 - 3) Such removal shall be after the accused board member has been provided the opportunity to be heard by the Executive Board and present facts and information regarding the circumstances of the situation.
 - 4) Removal will be by a majority vote of all board members excluding the accused member.

Section 6. The duties of the officers and other elected positions of this Association shall be as follows:

1. **President:** The President shall serve as chief administrative officer for the Association and shall also possess broad discretionary and delegatory powers to act as deemed necessary and proper to carry out the ordinary business of the Association, within the scope of presidential capacity and responsibility. The President must obtain specific authorization of the Executive Board regarding decisions or actions concerning financial commitments, and any other contractual agreements. The President shall preside at all meetings and shall appoint such committees as may be authorized or required or whose appointment or election is not otherwise provided. The President of the Association shall select an associate and/or federal state relations representative and report this name to the Executive Board at the annual educational

conference. The President shall be responsible to have an annual report on the affairs of the Executive Board and the fiscal and financial status of the Association. This report may be presented at the annual educational conference of the membership or any other means as approved by the Executive Board. The President shall direct disbursement of funds as authorized by the Executive Board and may be an authorized signatory for the Association. The President shall serve as the co-Chair of the Eugene H. Holeman Award Committee. The President upon completion of their term of office shall remain on the Executive Board as the Past President.

2. Vice President: The Vice President shall act in the capacity of the President at the President's bidding or in case of the absence of the President. He/she shall be responsible for fulfilling duties delegated to him/her by the President and shall fill the unexpired term of the Office of the President if the latter office shall become vacant, or when the term of the office of President is complete. The Vice President, upon completion of their term of office, whether filling a presidential term vacancy or not, shall assume the position of President. The Vice President shall be the chair of the Program Committee and responsible for planning, organizing, and overseeing the educational program for the annual educational conference of the Association and assist in carrying out any other delegated program activities of the Association.
3. Secretary: The Secretary shall keep a list of all members of the Association, conduct such part of the correspondence of the Association as usually conducted by the secretary of similar organizations, record the minutes of each meeting of the Association, and securely maintain a file of the proceedings of the Association and of the Executive Board and conduct correspondence pertaining to the affairs of the Association. The Secretary shall perform duties incident to the office, maintain all records of the Association as designated by the Executive Board and such other duties as the Executive Board may authorize.
4. Treasurer: Collect all monies due to the Association, giving receipt therefore; and report the amount of each payment with the name and address of the person making such payment. Be custodian of the funds of the Association and make all disbursements taking receipt therefore. Make a report of the financial condition of the Association at the annual meeting. Furnish to the Association at each annual meeting and at such times as called on by the Executive Board, a financial statement of all receipts and disbursements since the last annual meeting; and this statement, together with all books, vouchers, and all necessary documents shall be available for audit. Provide detailed financial records of the Association to the auditing committee by March 31 of each year for the performance of an annual audit by the auditing committee. The Treasurer shall be an authorized signatory for the Association and perform duties incident to the office and such other duties as the Executive Board may authorize.
5. Affiliate Director to the Association of Food and Drug Officials (AFDO) Board: The representative to the Association of Food and Drug Officials (AFDO) Board of Directors shall receive instructions from this Association's Executive Board for carrying its vote on management matters to AFDO and represent the Association at all official meetings of AFDO and of its Board of Directors and be the only official voice of this Association at AFDO. The representative to AFDO shall officially present to AFDO resolutions passed by this Association.
6. Senior Executive Board member: The Senior Executive Board member shall act as the committee whip of the Association and be responsible to oversee the activities of the Association committees. The Senior Executive Board member shall co-chair the Program committee and assist the Vice President with the annual meeting program. The Senior Board Member shall automatically fill the unexpired term of the office of Vice President, if the latter office shall become vacant. The Junior Vice-President upon completion of their term of office, whether filling a Vice President term vacancy or not, shall assume the position of Vice President.
7. Junior Executive Board member: The Junior Executive Board member's duties shall include assisting in planning and organizing the annual meeting, assisting in carrying out other delegated activities of the Association, and fulfilling the duties delegated by the President. The Junior Board member shall chair the Membership committee and promote membership in the

Association. Vacancy of this position shall require special election as prescribed in Section 9 of this article.

8. Past President: The immediate Past President shall serve as an advisor to the Executive Board on all functions of the organization. The Past President shall chair the Nominations and Elections Committee and develop a slate of candidates to the Junior Board position each year as well as schedule any special elections that may be required if an officer vacates a position prior to the expiration of their term of office.
9. Federal-State Relations Representative, Academic and Associate Member: A Federal-State Relations Representative, an Academic and Associate Member may be appointed to the board by the President with the approval of the Executive Board. They shall serve as an advisor to the Executive Board on matters pertinent to Federal-State, academic or industry programs, policies, and initiatives as they may relate to activities of the Association.

Section 7. Functions of the Executive Board

- a) Act as a trustee for all property of the Association.
- b) Recommend names for life membership.
- c) Fix the time and place for the annual meeting.
- d) Authorize the President to make pro tem appointments with the approval of the majority of the Executive Board to fill any vacancy that may occur among the officers and others of the Executive Board between meetings of the Association, whether the vacancy is caused by resignation, death, inability, or other causes of inactivity.
- e) Authorize the President to approve disbursements of Association funds, employ personnel, as the situation demands, and fix their compensation and duties, except that the President may expend the sum, to not exceed, \$500.00, without the authorization of the Executive Board.
- f) Fix the amount of the registration fee for the annual conference.
- g) Review all committee reports before the submission to the Association. This shall not apply to the awards committee report.
- h) Authorize annual travel budgetary expenses for the travel of the Executive Board to use to attend the annual meeting, board meetings, and any other use as approved by the Executive Board.
- i) Authorize employment of individuals, full or part-time, and require that they be bonded as deemed necessary to carry out the business of the Association.
- j) Provide for the implementation or assignment immediately after adoption or the time frame as may be specified in the proposal of all motions, resolutions, and issues directed for further action by the Executive Board that are adopted at any annual or special meeting of the Association and involving matters of policy, administration or business.
- k) Establish policy and procedures required for the administration or operation of the organization. When established, policy and procedures related to this section shall be published for Association member distribution.
- l) Establish policy and procedures related to financial reimbursement for member expenditures made on behalf of the Association when such expenditures are approved or authorized by the Executive Board or prescribed by established policy. Expenditure reimbursement shall include:
 1. Purchase of goods or services associated with the operation of the Association.
 2. Authorize travel, meals, and lodging expenses not to exceed government reimbursement rates associated with attending meetings and required

- functions when such costs or expenditures are not provided by employers or other organizations for such individuals requesting authorized reimbursement.
- m) The Executive Board shall have full power of the Association in all matters.

Section 7. Meetings of the Executive Board

The Executive Board shall meet at the annual meeting or at such times as the President or a majority of the members of the Executive Board shall deem desirable.

Section 8. Quorum for the Executive Board meetings

Fifty percent (50%) of the voting members of the Executive Board shall constitute a quorum.

Section 9. Filling Vacancies with the Executive Board

The unexpired terms of all vacancies of the Executive Board, except for the President, Vice President, and Senior Board Member shall be filled by a vote of the majority of the Executive Board, present and voting. However, Executive Board members elected by the Executive Board to fill unexpired terms shall serve only one year or until the next Association election for the vacant position would occur, whichever comes first. If the office of the President becomes vacant, the Vice President shall fill the President's unexpired term. The office of Vice President, if vacant, shall be filled by the Senior Board Member. The office of Senior Board Member, if vacant, shall be filled by the Junior Board Member. The office of the Junior Board Member, if vacant, shall be filled via electronic ballot by a simple majority of those voting members.

ARTICLE V – COMMITTEES

The President shall annually appoint chairs for all standing committees as may be established by the Executive Board and when required establish other such committees as deemed necessary and desirable for the Association. Committee appointments shall be consistent with the following:

1. Members of each committee shall come from the membership in accordance with Article I of these by laws. Each committee shall be constituted as to provide representation from local, state, and federal recommendations insofar as it is practical.
2. The Nominations and Elections Committee of the Association shall be composed of three (3) members, plus the Past President, which serves as the chair. The Nominations and Elections Committee shall submit its report to the President 90 days prior to the first day of the annual meeting. The Nominations and Elections Committee has the responsibility to ascertain that all nominees are eligible for election and that said nominees are willing to serve if elected.
3. The Eugene H. Holeman Award Committee.
 - a) The Committee shall consist of five (5) members as follows: 1) the most recent recipient as Chair, 2) the President of the Association, and 3) the three (3) past living recipients. If three members, as described, are not available, the President may appoint such members as necessary to fill all five (5) positions.
 - b) To be eligible for the Eugene H. Holeman award, a nominee must have demonstrated that he/she has served the Association and made a valuable contribution to food, drug, cosmetic, and consumer products and administration and enforcement. A previous recipient of the award shall not be eligible for re-nomination.

c) The committee shall consider each report of nomination, as received, and the committee members shall have the right to independently canvass the field in order that no one worthy of consideration is overlooked. The awards committee may nominate any worthy person. The chairperson will organize and hold a conference call with all committee members. A discussion and vote will be held during the conference call. Committee members will confirm their vote in an email to the committee chairperson. The nominee receiving a majority of committee votes shall be declared the winner. A member of the awards committee may not be eligible for the award.

d) The committee members shall be responsible for maintaining the secrecy of the balloting and deliberations of the committee.

ARTICLE VI – ELECTIONS

Election of the Secretary, Treasurer, Junior Board, and AFDOSS Affiliate Director to the AFDO board shall be by electronic ballot emailed to the membership no later than thirty (30) days prior to the first day of the annual meeting with the Nominations and Elections committee report. Members must return completed ballots no later than fifteen (15) days prior to the first day of the annual meeting. The election results will be announced at the business session of the annual meeting by the Chair of the Nominations and Elections committee.

ARTICLE VII – ELECTION PROCEDURES

1. There shall be a Nominations and Elections Committee of the Association composed of three (3) members, plus the Past President, which serves as the chair.
2. The Nominations and Elections Committee shall submit to the President, the names of candidates (maximum of three per position), when qualifying candidates are available and willing to serve, as nominees to fill the expiring term of each office requiring election.
3. Ballots bearing an alphabetical list of the names of nominees to fill the expiring term of each office requiring election shall be emailed to the voting membership at least thirty (30) days prior to the annual conference. A brief biographical sketch of each nominee shall accompany the list of nominees. Provisions shall be made on the ballot form to accommodate write-in nominations. Ballots will be accessed via a secure portal on the AFDOSS website and returned by the member no later than fifteen (15) days prior to the annual conference to be considered for tally. The Secretary, or designee, shall verify each returned ballot against the current membership list and shall provide the results to the President. Election shall be by a simple majority of those voting members casting votes.
4. Any regulatory member of the Association shall be eligible for nomination to office.
5. The voting procedures for amendments to the constitution or by laws of the Association shall be conducted as outlined in Article XIII and shall be handled by the Nominations and Elections Committee.

ARTICLE VIII – MEETINGS

Section 1. Annual Meeting. The annual meeting of the Association shall be held at such time and place as shall be designated by the Executive Board. The majority of the eligible voters registered at the annual meeting shall constitute a quorum for the transaction of business. The annual meeting shall provide for sessions open to all membership classes and those invited by the Association.

Section 2. Special Meetings. Special meetings of the membership of the Association may be called by the Executive Board as needed.

Section 3. Quorum. In all business meetings or business sessions of the Association, a quorum shall consist of the majority of the registered eligible voters.

Section 4. Voting. On any vote or ballot, a plurality of those voting shall be necessary to carry that vote.

Section 5. Notice. Due notice of meetings places and dates for meetings of the membership of the Association, including the annual conference, set by the Executive Board shall be given due notice by the Secretary or by individuals assigned this function and shall provide at least thirty (30) days' notice of any meeting, unless emergency conditions necessitate less timely notice when this is authorized and determined as needed by the Executive Board.

Section 6. Rules of Order. Business meetings of the Association shall be conducted in accordance with Robert's Rules of Order, except as where otherwise specified.

ARTICLE IX – FISCAL YEAR

The fiscal year of the Association shall be March 1 to February 28/29.

ARTICLE X – MAILING ADDRESS

The mailing address of the Association shall be chosen by the Treasurer and approved by the Executive Board.

ARTICLE XI– DUES

Section 1. Membership dues for all classes of membership shall be established by the Executive Board and shall be collected by the Association to include membership in the Association. Dues may be different for different classes of membership.

Section 2. Membership dues shall cover a calendar year commencing on January 1 and are payable on January 1 for each year.

Section 3. Members whose dues are not paid by April 1 of each year shall be deemed in arrears and dropped from active membership until such delinquent dues are paid.

Section 4. Membership dues for the current calendar year will be accepted through December 31 of that year. Membership dues for previous years will not be accepted.

ARTICLE XII– PROPERTY

The Association may accept contributions and endowments. It may purchase, own, manage, and dispose of property. The Executive Board shall act as trustee for all property of the Association.

ARTICLE XIII – AMENDMENTS OF THE CONSTITUTION AND BY- LAWS

1. Any member may propose amendments to these By-laws or to the Constitution by submitting such amendments in writing to the Secretary. Upon receipt of Constitution and By-Law amendments, the Secretary shall transmit the proposed amendments to the Executive Board. The Executive Board shall consider the proposed amendments and submit its recommendation to the Secretary. Membership shall be notified of proposed amendments for review and vote as provided in Section 2 of this article.

2. The by-laws may be amended by the Executive Board, subject to approval via electronic ballot by a simple majority of those voting members casting ballots. The voting procedure shall be conducted as outlined in Article VII and shall be handled by the Nominations and Elections Committee.

ARTICLE XIV– AUDIT

The Executive Board shall have an annual audit conducted of the financial records of the Association and require the finding to be reported to the President prior to the annual meeting.

ARTICLE XV– WEBSITE

There shall be an official AFDOSS website located at www.afdoss.org. The Executive Board shall be responsible for maintaining and updating the website.

ARTICLE XVI – EFFECTIVE DATE

These by-laws shall take effect immediately, as adopted by the Association on XXXXXDATE. First revision as amended by the Association effective XXXXDATE. Second revision as amended XXX.