

**CONSTITUTION  
CENTRAL ATLANTIC STATES ASSOCIATION OF FOOD  
AND DRUG OFFICIALS**

**ARTICLE I – NAME**

The official title of this non-profit organization shall be the Central Atlantic States Association of Food and Drug Officials (CASA) herein after referred to as the Association.

**ARTICLE II – OBJECTIVES AND PURPOSES**

Objectives 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 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 education.

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 – POWERS**

Subject to and in furtherance of the purposes for which it is organized, the Association shall possess, in addition to the general rights privileges, and powers conferred by law, the following rights, privileges, and powers:

1. To continue as an association under its name perpetually.
2. To purchase, receive, take by gift, devise or bequest, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.
3. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the Association's property.
4. To purchase, receive, subscribe for, and otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of any entity.
5. To make contracts and guaranties, incur liabilities, borrow money, issue notes bonds and other obligations, and secure any of the Association's obligations by mortgage or pledge of any of the Association's property franchises, or income.
6. To lend money, invest and reinvest the Association's funds, and receive and hold real and personal property as security for repayment, except as provided under applicable law.
7. To be a promoter, a partner, a member, an associate, or a manager of any partnership, joints venture, trust, or other entity.
8. To elect board members, elect and appoint officers, and appoint trustees, employees and agents of the Association, define the duties and fix the compensation of director's officers, trustees, employees, and agents.
9. To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the interest of the Association.
10. To have and exercise powers of a trustee as permitted by law.
11. To purchase and maintain insurance on behalf of any individual who:
  - (a) is or was a director, an officer, a trustee, an employee, or agent of the Association; or
  - (b) is or was serving at the request of the Association as a director, an officer, a trustee, an employee, or an agent of another entity;
  - (c) Against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, a trustee, an employee, or an agent, whether or not the Association would have the power to indemnify the individual against the same liability under applicable law.

12. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted, by applicable law, or, if not permitted, then to any extent not prohibited by such law.
13. The Association shall establish local conference affiliates to promote and facilitate the goals and purposes of the Association for member participation based upon geographical location as prescribed in the Association's By-laws.
14. To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Association.

#### **ARTICLE IV – OFFICERS AND EXECUTIVE BOARD**

1. The affairs and business of the Association shall be conducted by an executive board. The executive board shall be composed of the elected officers, the immediate Past President, at large board members elected from local conference affiliates, the representative to the Association of Food and Drug Officials (AFDO), a Federal-State Relations Representative(s), a Communications Board member, an Associate Member and a Vice Associate Member. Composition of the executive board shall be as prescribed in the Association's By-laws.
2. The officers of the Association shall be the President, Vice-President, Jr. Vice President, Secretary, Treasurer, and Executive Officer.
3. The duties and terms of office for the members of the executive board and the officers of the Association shall be as specified in the Association by-laws.

#### **ARTICLE V – MEMBERSHIP RIGHTS AND PRIVILEGES**

1. The Association shall have five classes of membership as prescribed in the By-laws.
2. Individual classes of membership shall be entitled to the rights and privileges as prescribed in the Association's By-laws.
3. The dues of each class of membership and the dues period shall be as prescribed in the Association's By-laws.

#### **ARTICLE VI – MEETING OF MEMBERSHIP**

The Association shall hold an annual meeting and such other meetings as the executive board deems necessary. Meeting dates, location, frequency, notice of meeting, number of

regular members present to constitute a quorum for the annual meetings, and plurality of those voting, shall be as prescribed in the Association's By-laws.

## **ARTICLE VII – ELECTION PROCEDURES**

Appointment, composition of the nominating & elections committee, the procedures for selecting officers and each board member-at-large, voting eligibility of membership classes, and eligibility to hold office shall be as prescribed in the Association's By-laws.

## **ARTICLE VIII – FISCAL YEAR**

The Association's fiscal year shall be as prescribed in the Association's By-laws.

## **ARTICLE IX – HEADQUARTERS**

The headquarters of the Association shall be as prescribed in the Association's By-laws.

## **ARTICLE X CERTAIN MATTERS REFERRED TO THE EXECUTIVE BOARD**

All matters pertinent to the interest of the Association, adopted by the Association or referred to the Executive Board shall be acted on as prescribed in the Association's By-laws, subject to the following provisions:

1. None of the Association's net earnings shall inure to the benefit of any private individual except as described herein.
2. No board member, officer, or trustee of the Association may receive any pecuniary benefit from the Association except such reasonable compensation as may be allowed for services actually rendered or through a relationship with a scholarship recipient in accordance with Section 15 of this article.
3. The Association shall make no advancement for services to be performed in the future nor shall it make any loan of money or property to any board member, officer, or trustee of the Association.
4. No substantial part of the activities of the Association shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation.
5. The Association shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
6. Subject to the provisions of this constitution and applicable law, the executive board shall have complete and plenary power to manage, control, and conduct all the affairs of the Association.

7. The executive board is committed to obtain information and to take other appropriate steps with the view to seeing that each participating trustee, custodian, or agent of a trust or fund in respect of this Association administers each restricted trust or fund and the aggregate of unrestricted trusts or funds of this Association in accordance with the provisions of applicable United States Treasury Regulations.
8. The executive board shall have the power:
  - (a) to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the Board's sole judgment (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the objectives served by this Association;
  - (b) to replace any participating trustee, custodian, or agent for breach of fiduciary duty under applicable laws; and
  - (c) to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (or appreciation when not inconsistent with this Association's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Executive Board).
9. In determining whether there is a reasonable return of net income with respect to the exercise of the power described in paragraph (c) of the preceding Section 8:
  - (a) there shall be excluded from such determination such assets as are held for the active conduct of this Association's exempt activities; and
  - (b) such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this Association.

A "restricted fund" means a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named organization or agency or activity or for the use or benefit of a particular class of organizations or agencies, the members of which are readily ascertainable.
10. If it appears that there may be grounds for exercising the power described in paragraph (b) or (c) or Section 8 of this Article X with respect to any fund, the executive board shall notify the participating trustee, custodian, or agent involved to provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the executive board under paragraphs (b) and (c) of Section 8 of this Article X, the executive board may seek advice of legal counsel as to whether a breach or failure has been committed under applicable laws. The executive board shall exercise such a power only upon the vote of a simple majority of the members of the executive board.

11. Upon the exercise of the power under paragraphs (b) and (c) of Section 8 of this Article X to replace any participating trustee, custodian, or agent the executive board shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.
12. No executive board member or trustee of the Association shall be liable for any of its obligations.
13. All parties dealing with the Association shall have the right to rely upon any action taken by the Association pursuant to authorization by the executive board by resolution duly adopted in accordance with the Association's Constitution, By-laws, and applicable law.
14. The executive board may from time to time, in the By-laws of the Association or by resolution, designate such committees, as the executive board may deem desirable for the furtherance of the purposes and objectives of the Association.
15. The executive board shall merge the activities, objectives and assets of the existing scholarship fund of the Association unchanged for the requirements of Section 501(c)(3) of the Code for the purpose and objective of the scholarship fund to promote interest in college students to pursue undergraduate education and maintained as:
  - (a) the scholarship fund of the Central Atlantic States Association of Food and Drug Officials shall be maintained as a restricted fund and be separately administered for said purpose of granting student scholarships. Scholarship awards shall be determined by applicant review and selection by the scholarship committee charged with this duty following criteria established by the executive board and;
  - (b) no part of the net earnings of the scholarship fund shall inure to the direct benefit of or be distributed to Association members, officers or trustees of the scholarship fund.

## **ARTICLE XI – COMMITTEES APPOINTED BY THE PRESIDENT**

The President shall annually appoint chairs for all standing committees as may be established by the executive board or By-laws to serve the Association to the extent of their respective charges.

## **ARTICLE XII – BY-LAWS**

The Association members shall have the power to make prudent By-laws as they may deem proper for the management of the affairs of the Association providing such By-laws are not in conflict with the Constitution.

### **ARTICLE XIII –AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

The Association shall have full power to implement By-laws for the governance of the Association and the management of its affairs. The Association shall have to power to change, alter, add to, or amend the Constitution and By-laws of the Association as are necessary and incidental to carry into effect powers as are necessary for the governance of the Association in accordance with the procedures to amend the Association's Constitution or By-laws as prescribed in Article XIV and Article XV of the Association's By-laws. All other provisions of the Constitution and By-laws of the Association to the contrary notwithstanding, amendment of this Article XIII shall require the concurrence of three-fourths of the members of the Association voting on the question except as to amendments previously approved by a majority of the members of the Association, and provided that the executive board of the Association is authorized to amend this Article XIII in ways required to qualify the Association as a Section 501 (c)(3) organization.

### **ARTICLE XIV – DISSOLUTION**

In the event of dissolution, any remaining assets after payment and discharge of its obligations shall be distributed to organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall be at the time qualified as exempt organizations under Section 501(c)(3) of the Code, which shall be determined by the executive board serving at the time of dissolution.

### **ARTICLE XV – EFFECTIVE DATE**

This Constitution shall take effect immediately as adopted by this Association on May 29, 1968. The revisions as amended by the Association are effective May 16, 2002. Third revision as amended by the Association May 20, 2005. Fourth revision as amended by the Association April 23, 2015. Fifth revision as amended by the Association April 28, 2016.

## **BY-LAWS**

### **CENTRAL ATLANTIC STATES ASSOCIATION OF FOOD AND DRUG OFFICIALS**

#### **ARTICLE I – NAME**

The name of this non-profit organization is the Central Atlantic States Association of Food and Drug Officials (CASA), hereinafter referred to as the Association.

#### **ARTICLE II – OBJECTIVES AND PURPOSES**

The objectives and purposes of the Association shall be as stated in the constitution, which includes the following:

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 an undergraduate education.

#### **ARTICLE III – MEMBERSHIP**

1. **Association Membership:** There shall be five classes of membership in the Association, to be designated as: Regulatory, Associate, Academic, Retired and Life members. 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 Delaware, Maryland, New Jersey, New York, Ohio,



Pennsylvania, Virginia, West Virginia, and in Washington D.C., and the Province of Ontario, Canada.

2. **Local Conference Membership:** The executive board shall establish local conferences that will coincide with membership geographical location. Local conference membership currently shall coincide with Baltimore, Philadelphia, New York, Pittsburgh, Niagara Frontier, Susquehanna, Virginia, and Northeastern New York conferences. All local conferences approved by the executive board shall operate under CASA's Constitution and By-laws. A local conference may, upon approval by the CASA executive board, establish its own Constitution and By-laws to further define articles of the CASA Constitution and By-laws. All local conferences, however, must adopt the CASA Constitution and By-laws. If a local conference fails to adopt the CASA's Constitution and By-laws, the local conference will not be recognized by the CASA organization.
3. **Membership Qualification:** Qualification for each class of membership shall be:
  - (a) Regulatory membership - shall be persons employed by federal, provincial, state, county, municipal departments or units.
  - (b) Associate membership - shall be persons employed by non-government organizations (NGO's).
  - (c) Academic membership - shall be individuals attending or employed by a college or university.
  - (d) Retired membership - shall be persons who, during the period of their employment, held active membership in this Association in one of the above membership categories.
  - (e) Life membership - shall be persons who, on account of their substantial contributions to the objectives of this Association, have been nominated by the executive board and elected by the Association to this class of membership. CASA Award recipients and past presidents shall automatically become life members; such provisions will become retroactive upon passage.
4. **Membership Participation:** Any member who falls into the above categories can hold office such as President, Vice-President, Secretary or Treasurer or be a committee chair at the local conference level, but 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 member and vice associate member to the executive board as specified outlined in Section 2, Article IV.

#### **ARTICLE IV – MEMBERSHIP RIGHTS AND PRIVILEGES**

Individual classes of membership shall be entitled to the following rights and privileges in the Association:

1. **Regulatory Member:** Regulatory members shall be entitled to the full rights and privileges of the Association, including the right to be elected to the executive board, hold local conference office, be a chair or member of committees, and to vote on issues to come before the Association.
2. **Associate Member:** Associate members shall be non-voting members who may hold local conference offices or 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 local conference officer positions or committee chair positions, attend business meetings, and serve on committees.
4. **Retired Members:** Retired members shall have all the rights and privileges of the membership classification held prior to retirement unless said retired member becomes re-employed in a different membership category. Rights and privileges consistent with re-employment classification 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.

## ARTICLE V – 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, local conference representatives elected from each of the local conference designated by rotation assignment, the representative to the Association of Food and Drug Officials (AFDO), Federal-State Relations Representative(s), a board member in charge of Communications, an Associate member and a Vice Associate member. Non-voting members of the executive board shall be the Secretary, Treasurer, the representative to the Association of Food and Drug Officials (AFDO), Federal-State Relations Representative(s), the appointed Communications board member, the appointed Associate member and the appointed Vice Associate member.

1. **Officers:** The six (6) officers of the Association shall be President, Vice President, Junior Vice President, Secretary, Treasurer and Executive Officer.
2. **Officer Election and Service Rotation:** An electoral and rotational system of local conference representatives shall be utilized to fill three (3) officer positions on the Executive Board. The Board officer positions involved in the system for the order of election and rotation shall be: 1) President, 2) Vice-President, 3) Junior Vice-President. The remaining local conference representatives shall serve as board members at large.

3. **Eligibility:** To be eligible for election to this executive board, the representative from the local conference shall be an active member of that local conference for two (2) or more consecutive years prior to the year elected, or be a Life Member.

4. **Terms of Office:**

(a) **Officers**

The President, Vice-President, Junior Vice President of the Association, shall be for a term of one (1) year each. The position of Junior Vice President shall be elected every year by voting members of the Executive Board. This individual will then remain on the board and rotate through the other officer positions; ending his/her term as Past-President.

(b) **Local Conference Representative to the Executive Board**

The term of office for the local conference representative will conform to the schedule as outlined in Article V, Section 2. The local conference representative shall be elected by the local conference they represent for a service term of either four (4) years or longer. This individual may serve 1 or more years as a member at large and then choose to be elected to the Junior Vice President officer position or remain on the executive board as a member at large for the remainder of their term. The service term of the local conference representatives on the executive board shall be staggered so that one (1) new board member is elected every year from the representative local conference where a seat has been vacated. Local conference representatives shall be elected by the membership attending a meeting of the local conference designated with due notice that such election would occur or by other means as determined by the local conference By-laws. Local conference representatives to the executive board shall be elected from the regulatory or life-regulatory membership categories.

(c) **Representative to the AFDO Board of Directors**

The term of office for the Association representative to the AFDO Board of Directors shall be four (4) years. These terms shall be staggered as determined by the Board of Directors of AFDO. This representative shall be elected from the regulatory or life-regulatory membership categories and may be re-elected with no limit in term.

(d) **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 by and from the members in the member and life member classes.

(e) **Executive Officer**

The executive officer shall be elected for a term of three (3) years with no limit to the number of terms. The executive officer shall be elected by and from the members in the regulatory and life regulatory member classes. The Executive Officer shall be a Past President of CASA or formerly served as the Executive Officer or served as an Executive Board member for a minimum of four (4) years.

(f) **Federal-State Relations Representative and Communications Board Member**

The Federal-State Relations Representative and the Communications Board Member shall be appointed by the Association President and approved by the executive board.

(g) **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.

(h) **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.

**5. Duties of Officers and Other Elected Positions**

(a) **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 when decisions or actions concerning local conference governance, 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 Association shall select an Associate representative and also Vice Associate representative and report this name to the executive board at the annual educational and training seminar. 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 and training seminar of the membership or 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 upon completion of their term of office shall remain on the executive board as Past President.

(b) **Vice President**

The Vice President shall act in the capacity of the President at the President's bidding, preside at meetings in the absence or at the direction of the President, be responsible for fulfilling duties delegated to him by the President and will carry out other duties assigned to the President when the latter is unable to act. The Vice President shall act as the committee whip of the Association and be responsible to oversee the activities of the association committees. The Vice-President shall assume the office of President and automatically fill the unexpired office of 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.

(c) **Junior Vice President**

The Junior Vice-President, after a term of one year, shall assume the office of Vice-President. The Junior Vice-President duties shall include the responsibility for planning, organizing and overseeing the educational program for the annual educational and training seminar of the Association and assist in carrying out other delegated program activities of the Association and fulfilling the duties delegated by the President. The Junior Vice-President 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. Vacancy of the position shall require special election as prescribed in Section 9 of this Article.

(d) **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. 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.

(e) **Treasurer**

Collect all monies due 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. Direct the local conference treasurers in meeting financial record, report and accounting responsibilities. The treasurer shall be an authorized signatory for the Association. Perform duties incident to the office and such other duties as the executive board may authorize.

(f) **Local Conference Representative**

The local conference representative to the Association executive board shall receive instructions from the local conference executive board for carrying its concerns, interests, issues, and when appropriate its vote on management matters to the Association and represent the local conference at all official meetings of the executive board. The local conference representative shall report to the local conference, board meetings and local membership meetings updates, reports, issues, concerns, and directives of the Association as they relate to local conference activities and functions. The local conference representative shall officially present to the executive board resolutions passed by the local conference. Perform other related duties as required by the Association President or executive board. Incoming executive board members shall serve in the ex officio capacity of the scholarship committee.

(g) **Representative to the Association of Food & Drug Officials (AFDO) Board of Directors**

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.

(h) **The Executive Officer**

The Executive Officer shall perform duties, or act on behalf of the President or executive board as directed and authorized to conduct meetings, negotiate contracts, head special committees, and prepare and distribute agenda's for meetings of the executive board. The executive officer shall be an authorized signatory for the Association.

(i) **Federal-State Relations Representative**

The representative will be an ex officio member of the executive board on matters pertinent to Federal-State programs, policies and initiatives as they may relate to the activities of the Association.

(j) **Communications Board Member**

The Communications Board member will be an ex-officio member of the executive board on matters pertinent to communications, maintenance and operation of the Association website and policies and initiatives as they may relate to communication activities of the Association.

**6. Functions of the Executive Board:** The executive board of the Association shall have but not limited to the following functions and duties for administration of the organization:

- (a) Act as 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 cause of inactivity. If the vacancy occurs in a position involved in the rotation system, it shall be filled with a member from the same local conference as the departing individual.
- (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 \$100.00, 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 President to use for participating in local conference activities.
- (i) Delegate duties for the Executive Officer.
- (j) Authorize the employment of individuals, full or part-time, and require that they be bonded as deemed necessary to carry out the business the Association.
- (k) 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.
- (l) 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.
- (m) 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:
  - i) Purchase of goods or services associated with the operation of the Association.
  - ii) 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.
  - iii) The establishment of local conference percentages for financial reimbursements provided to support local conference representatives, officers or committee members for activities as indicated in (m-ii) of this article.
- (n) Establish policy related to reimbursement percentage or amounts of membership dues for return to support local conference activity. This includes any awards related to Association membership within the local conference, training and educational meetings held, local conference newsletter publication or other criteria established by the executive board.



- (o) Appoint an individual to serve as the annual educational and training seminar coordinator with responsibility to attend executive board meetings, report status of pending annual conference activity, coordinate activities with the Junior Vice-President as well as all other activities associated with annual educational and training seminar planning, production and management as directed by the executive board. The annual educational and training seminar coordinator shall perform all other related duties as required by the executive board.
- (p) Act to establish or dissolve local conferences as necessary for the benefit of the Association.
- (q) The executive board shall have full power of the Association in all matters.

**7. Meetings of the Executive Board**

The executive board shall meet at the annual meeting and at such other times as the President or a majority of the members of the executive board shall deem desirable.

**8. Quorum for the Executive Board meetings**

Fifty percent (50%) of the voting members of the executive board shall constitute a quorum. Prior to an executive board meeting a local conference representative may designate another voting executive board member of the executive board to vote on matters before the board as proxy. Should a local conference representative board position stand vacant, the local conference executive board may designate a member of the local conference, within the voting member category, to represent the local conference and vote on matters before the board. This does not preclude having representation by a non-voting member of the local conference when required or warranted.

**9. Fillings Vacancies within the Executive Board**

The unexpired terms of all vacancies of the executive board, except for the President, Vice President, and Junior Vice President 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 or local conference election for the vacant position would normally occur, whichever first occurs. 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 Junior Vice President. The office of the Junior Vice President, if vacant, shall be filled via simple majority vote of the voting members on the executive board.

**10. Delegation**

The executive board may authorize the establishment of a "Local Conference" under the auspices of the Association. Authorized "Local Conferences" shall function in accordance with the objectives and purposes of the Association and policies established by the Association executive board. Local conference funds

via membership dues distribution and any other assets shall be held in trust for the Association subject to financial accounting, reporting and handling practice established by law, the Association Treasurer and the executive board. Local conferences shall not engage in a contract, agreement or other condition that would result in the occurrence of financial or legal liability not authorized by the executive board.

**11. Dissolution of a Local Conference**

Dissolution of a local conference shall require a 2/3 majority vote by the executive board of the Association. Reasons for dissolution of a local conference may be but not limited to: insufficient membership within a local geographical area to sustain organization functions, lack of members to serve in local conference officer and/or executive board positions, or lack of representation to the Association executive board. Prior to such action the Association executive board may elect to act or appoint individuals to act as interim local conference leadership should this be required to serve association membership within a local geographical area. Dissolution of a local conference shall require all financial assets and records to be relinquished to the Association Treasurer. All property held by the local conference that may include such items as banners, seals, audiovisual aids, speaker gift items, meeting support equipment and support supplies shall be transferred to the Association representative designated by the executive board.

**12. Dissolution of the Association**

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.

**13. Net Earnings**

No part of the net earnings of the Association shall enure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for its services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

**14. No Political Legislative Activities**

No substantial part of the activities of the Association shall be the carrying on or propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code or (b) by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

**15. Antidiscrimination Policy**

The Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status in any of its activities or operations. These activities include, but are not limited to hiring and firing staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, members, subcontractors, vendors, and the general public.

**ARTICLE VI – MEETINGS OF MEMBERSHIP**

- 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.
- 2. Special Meetings:** Special meetings of the membership of the Association may be called by the executive board as needed.
- 3. Quorum:** In all business meetings or business sessions of the Association a quorum shall consist of a majority of the registered eligible voters.
- 4. Voting:** On any vote or ballot, a plurality of those voting shall be necessary to carry that vote.
- 5. Notice:** Due notice of meeting places and dates for meetings of the membership of the Association, including the annual educational and training seminar, 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.
- 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.
- 7. Local Conference Training and Educational Meetings:** Local conference affiliates shall have periodic local membership educational and training meetings to meet the objectives of the Association.

## **ARTICLE VII – ELECTION PROCEDURES**

1. The Nominating-Elections Committee shall submit to the President, the names of candidates when qualifying candidates are available and willing to serve, as nominees to fill the expiring term of each office requiring election. The Nominating-Elections Committee chairperson shall create ballots for the slate of candidates and shall make available ballots, either by mail or by electronic format, to the voting membership as required by Article XII.
2. The Nominating-Elections Committee chairperson shall announce the results of the submitted ballots at the annual business meeting of the Educational and Training Seminar or other determined meeting of the membership for election of officers and/or executive board members. The President or individual appointed by the President shall act in this capacity when the Nominating-Elections committee representative is unable to fulfill this function. When multiple candidates for a position are presented for vote, a brief biographical sketch shall be presented for each nominee. Election shall be by a simple majority of those voting members (Regulatory and Regulatory Retired and Regulatory Life) who have returned by mail or by electronic format the written ballots as outlined in Article XII.
3. Any regulatory member of the Association shall be eligible for nomination to office.
4. The voting procedures for amendments to the Constitution or By-laws of the Association shall be conducted as outlined in Article XIII and XIV and shall be handled by the nominating and elections committee.

## **ARTICLE VIII – FISCAL YEAR**

1. The fiscal year of the Association shall be the calendar year commencing January 1.

## **ARTICLE IX – MAILING ADDRESS**

The mailing address of the Association shall be chosen by the treasurer and approved by the executive board.

## **ARTICLE X – DUES**

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 and a local conference of the Association.
2. Membership dues shall cover a calendar year commencing on January 1 and are payable on January 1 for each year.
3. Dues may be different for the different classes of membership.
4. 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.
5. 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 XI – COMMITTEES APPOINTED BY THE PRESIDENT**

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 so constituted as to provide representation from local, state, and federal levels and recommendations from each local conference insofar as it is practicable.
2. The President shall appoint members to committees when required in accordance with Section 1 of this Article and as further provided by the executive board to the following standing committees and shall designate a chairperson for each: Advisory, Associate, Auditing, Communications, Constitution & By-laws, Drugs, Food, Laboratory, Local Arrangements, Membership, Nominating & Elections, Resolutions, Scholarship, and Water.
3. Special committees and continuing committees may be authorized by the Association or by the executive board for special work assignments. The need for continuation of such committees shall be subject to the annual review of the executive board or the Association. All appointments to committees shall be made by the President or as prescribed by the executive board.
4. The nominating committee shall consist of one member from each local conference. The nominating committee shall submit its report to the President by March 1. The report shall include the committee's nominees and any person nominated by twenty-five or more eligible voters submitted to the committee chairperson by February 1. The nominating committee has the responsibility to ascertain that all nominees are eligible for election and that said nominees are willing to serve if elected.

5. The awards committee shall consist of five members as follows: The most recent CASA Award recipient as the Chairperson, President, and Vice-President and the two immediate past recipients.

(a) The CASA Award

i) To be eligible for the CASA Award, a nominee must have demonstrated that he or she has served the Association and has made a valuable contribution to the food, drug, cosmetic, public or environmental health, law administration and enforcement or field. A previous recipient of the CASA Award shall not be eligible for re-nomination.

ii) Each of the local conferences may submit the name of its nominee who shall be selected by a local conference committee for this purpose. A member of the awards committee may not be eligible for the award, and may not serve on a local conference committee appointed to consider nomination for awards.

iii) The nomination from each conference shall be submitted electronically to the chairperson of the awards committee no later than February 1 of each year.

iv) The local conference awards committee shall base recommendations based upon continuous and outstanding achievements within a ten year period preceding consideration of the nominee. The chairperson shall distribute all nominations as received to the members of the awards committee.

v) The awards committee shall consider each report of nomination as received and committee members shall have the right to independently canvas the field in order that no one worthy of consideration may be overlooked. The awards committee may nominate any worthy person not nominated by a local conference committee. 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 e-mail to the committee chairperson. The nominee receiving a majority of committee votes shall be declared the winner.

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

(b) Special Awards

The awards committee may recommend to the executive board special awards for presentation to individuals who have served the Association in an outstanding fashion in specific areas or on special projects.

## **ARTICLE XII – VOTING**

1. Each member of the Association in the regulatory member or life-regulatory member classes as defined in the By-laws shall be entitled to one (1) vote on any issue.

2. Election of the Secretary, Treasurer, Representative to AFDO, and Executive Officer shall be by written ballot mailed or by electronic format sent to the Regulatory, (including Regulatory Retired and Regulatory Life) membership no later than forty-five (45) days prior to the first day of the annual Educational and Training Seminar. Following the submittal directions outlined on the ballot, members must return by mail or by electronic format the completed ballots to the Nominating-Elections chairperson dated no later than fifteen (15) days prior to the first day of the annual Educational and Training Seminar to register their votes. The chairperson will bring the written ballots and electronic voting results to the annual Seminar where they will be counted by the Nominating Committee. The election results will be announced at a business session of the annual Seminar by the Nominating Committee chairperson.

### **ARTICLE XIII – AMENDMENTS OF THE BY-LAWS**

1. Any member may propose amendments to these By-laws by submitting such amendments in writing to the Secretary or the chairperson of the Constitution and By-laws committee. By-law amendments shall be submitted by February 1 or as approved by the executive board to be reviewed and submitted for vote by the membership at the annual meeting. Upon receipt of Constitution and By-law amendments the Secretary or Constitution and By-laws committee chair shall transmit the proposed amendments to the executive board. This committee shall consider the proposed amendments and submit its recommendations to the Secretary by March 1 time frame approved by the executive board. Membership shall be notified of proposed amendments for review and vote as provided in Section 2a of this article.
2. The By-laws may be amended by a simple majority of the vote of eligible voters present at such next announced meeting, provided:
  - (a) That notice of the proposed amendment(s) together with the report and recommendations of the Constitution and By-laws committee and the executive board is given to the membership at least thirty (30) days in advance of the next announced meeting where it is to be considered.
  - (b) That any comments received in writing from members unable to be present be read by the Secretary at such meeting prior to the vote.

### **ARTICLE XIV – AMENDING THE CONSTITUTION**

1. Any member may propose amendments to the Constitution by submitting such amendments in writing to the Secretary. Constitution amendments shall be submitted by February 1 or as approved by the executive board to be reviewed and submitted for vote by the membership at the annual meeting. Upon receipt of Constitution and By-law amendments the Secretary or Constitution and By-laws committee chair shall transmit the proposed amendments to the executive board. The Constitution and By-laws committee shall consider the proposed amendments and submit its recommendations to the Secretary by March 1 or time frame approved by

the executive board. Membership shall be notified of proposed amendments for review and vote as provided in Section 2a of this article.

2. The Constitution or By-laws may be amended by a simple majority of the vote of the eligible voters present at such next meeting, provided:
  - (a) That notice of the proposed amendment(s) together with the report and recommendations of the Constitution and By-laws committee and the executive board is given to the membership at least thirty (30) days in advance of the next announced meeting where it is to be considered.
  - (b) That any comments received in writing from members unable to be present be read by the Secretary at such meeting prior to the vote.

#### **ARTICLE XV – AUDIT**

The executive board shall have an annual audit conducted of the financial records of the Association and its local conference affiliates and require the finding to be reported to the President prior to the annual meeting.

#### **ARTICLE XVI – WEBSITE**

There shall be an official CASA website located at [www.casafdo.org](http://www.casafdo.org). The Executive Board and Communications Chair shall be responsible for maintaining and updating the website.

#### **ARTICLE XVII – EFFECTIVE DATE**

These By-laws shall take effect immediately, as adopted by the Association on May 29, 1968. First revision as amended by the Association effective May 16, 2002. Second revision as amended by the Association May 23, 2003. Third revision as amended by the Association May 20, 2005. Fourth revision as amended by the Association May 14, 2009. Fifth revision as amended by the Association on May 20, 2010. Sixth revision as amended by the Association on May 19, 2011. Seventh revision amended as of May 6, 2013. Eighth revision as amended by the Association on April 23, 2015. Ninth revision as amended by the Association on April 28, 2016.