

**BYLAWS OF
THE AMERICAN ASSOCIATION OF FOOD SAFETY & PUBLIC HEALTH VETERINARIANS
AAFSPHV
2016**

ARTICLE I: NAME

Section 1: The name of this association shall be:

AMERICAN ASSOCIATION OF FOOD SAFETY & PUBLIC HEALTH VETERINARIANS.

Section 2: This association shall be incorporated under the laws of the General Not for Profit Corporation Act (805 ILCS 105) of the State of Illinois as a non-profit educational association.

Section 3: The Association shall forever remain a 501 "C" 6 not-for-profit organization under Title 26 of the United States Code [Internal Revenue Code], and members of its Board of Directors shall comply with the laws of the state in which the Association is incorporated.

ARTICLE II: MISSION & OBJECTIVES

Section 1: The mission of the Association is to promote the science and art of food safety, public health, epidemiology, and preventive medicine by providing an expert forum for the discussion of issues of importance to the veterinary profession and the development of professional recommendations and resolutions. The Association consistently supports programs to promote and improve the professional education, communication, and collaboration among public health veterinarians in order to reduce human illness, animal illness and promote public health.

Section 2: The objectives of this association:

- a. Elevate the standard of Food Safety & Public Health Veterinarians
- b. Provide unified voice to promote the interests and improve the image of veterinarians in the practice of Food Safety and Public Health
- c. Produce and promote communication, understanding, and professional information among members of the Association and among colleagues in the world veterinary, food safety and public health community
- d. Increase the knowledge of food safety and public health in veterinarians engaged in public or private practice
- e. Emphasize the importance of the veterinarian's role in the food production continuum (farm to consumption) as well as companion animal and wildlife health
- f. To communicate, correlate, and cooperate with other veterinary specialties; with related agricultural and industrial associations; with related research and educational institutions; and with recognized consumer organizations

ARTICLE III: AFFILIATION

Section 1: This association shall function as a specialty professional educational association affiliated with the American Veterinary Medical Association (AVMA).

ARTICLE IV: MEMBERSHIP CLASSES

Section 1: There shall be 5 (five) classes of membership in this association, as follows:

a. Active membership shall be open to all veterinarians whose professional interest includes the field of food safety and/or public health who are members in good standing of the American Veterinary Medical Association (AVMA). This includes veterinarians associated with food safety and/or public health who have part-time or full-time activities in practice, research, education or training. Active members shall have the privilege of attending all regular meetings of the association, may vote on any and all regular considerations of association business, and may hold office in the association. Active members shall submit an application and pay dues in the amount determined by the Governing Board of the Association.

b. Associate membership shall be open to all who are interested in the activities and objectives of this association who do not meet the requirements for any other membership category. Associate members shall have the privilege of attending all regular meetings of the association, but may not vote on any consideration of association business and may not hold office in the association. Associate members shall submit an application and pay dues in the amount determined by the Governing Board of the Association.

c. Student membership shall be open to all students enrolled in colleges or schools of veterinary medicine, or graduate veterinarians who are pursuing full-time courses of study in food safety, public health, or a related field. Student members shall submit an application and pay dues in the amount determined by the Governing Board of the Association.

d. Honorary (Complementary) membership may be awarded in recognition of distinguished service in food safety, public health, or related technology. The Membership and Admissions Committee or the Executive Vice-President shall recommend individuals to be considered for honorary membership to the Executive Council of the association. A unanimous vote of the Executive Council is required for election to honorary membership. Honorary members shall have the privilege of attending all regular meetings of the association, but may not vote on any consideration of association business and may not hold office in the association. Honorary members are not required to pay dues.

e. Life membership shall be open to all Active members of the association under such procedures and financial arrangements as may be prescribed by the Executive Vice President of the association. The Membership and Admissions Committee or the Executive Vice-President shall recommend individuals to be considered for Lifetime membership to the Executive Council of the association. A unanimous vote of the Executive Council is required for election to Lifetime membership. Lifetime members shall have the privilege of attending all regular meetings of the association and may vote on any consideration of association business and may hold office in the association. Lifetime members are not required to pay dues.

ARTICLE V: MEMBERSHIP APPLICATION

Section 1: Applications for any membership in this association must be made on the official form of the association, which will be provided by the Executive Vice President or any member upon request from an applicant. The complete official form must be returned to the Executive Vice President accompanied by payment of applicable dues for the current year.

Section 2: The Executive Vice President shall have the authority to approve applications for membership on behalf of the Membership and Admissions Committee, and the responsibility to refer any applications that require review for the appropriate membership class to the Membership and Admissions Committee.

Section 3: The Membership and Admissions Committee will make recommendations for acceptance (election to membership) or rejection of the application to the Executive Council for their final determination.

Section 4: In the event of rejection, the Executive Vice President shall promptly notify the rejected applicant and return the full amount of the dues payment that was submitted with application.

ARTICLE VI: ELECTION TO MEMBERSHIP

Section 1: Veterinarians who are engaged in food safety and/or public health activities, are members in good standing of the AVMA, and may reasonably be expected to participate in association affairs, may be elected by the Membership and Admissions Committee to Active membership in the association.

Section 2: Nominations for any class of membership may be made by the applicant themselves or any Active member of this association. Nominations of other potential members by Active Members may be made by means of a letter directed to the Executive Vice President for review and action as appropriate.

ARTICLE VII: MEMBERSHIP DISCONTINUANCE

Section 1: Individuals desiring to discontinue their membership in this association should notify the Executive Vice President.

Section 2: Nonpayment of dues shall be cause for discontinuance of membership following a grace period of two months with no response from the member to an individual (not group) notification through mail and phone or email. An individual whose membership has been discontinued for nonpayment of dues may be reinstated at any future time, provided such individual meets the eligibility requirements effective at the time of application for reinstatement and upon payment of current dues.

ARTICLE VIII: DUES

Section 1: Dues and assessments of this association shall be determined annually by the Governing Board, and the membership advised at the regularly scheduled primary annual meeting.

Section 2: Dues payments of new members joining the association during the last quarter of the calendar year shall be credited toward dues for the next calendar year.

Section 3: The dues year of this association shall be the calendar year.

ARTICLE IX: EXECUTIVE VICE PRESIDENT

Section 1: The Executive Vice President shall be appointed by the Governing Board to serve as the administrative officer of this association.

Section 2: The tenure of the Executive Vice President shall be determined by the Governing Board of this association.

Section 3: The Executive Vice President shall be responsible to the Governing Board of this association.

Section 4: In carrying out the responsibilities of this association, the Executive Vice President shall:

- a. Act as the general manager of the association.
- b. Coordinate and administer all association headquarters activities.
- c. Make logistical arrangements for all membership and Governing Board meetings, whether in-person or by conference call or webinar.
- d. Forward copies of all official minutes of association meetings to each member of the Governing Board after the close of the meeting.
- e. Provide necessary staff services to the Governing Board and any and all committees authorized by the association.

- f. Estimate budgetary requirements and exercise judicious management control to keep expenditures within budgetary authorizations.
- g. Work closely with colleagues in counterpart positions in State and allied organizations and government agencies.
- h. Actively participate in the planning and strategies designed to accomplish the objectives of the association.
- i. Present a detailed report to the Governing Board at the stated primary annual meeting and at other times the Board may request, accurately describing the activities of the Executive Vice President, the affairs of the association, and the financial status of the association.
- j. Present a summary report to the general membership at the stated primary annual meeting and at any other time the Board may request, accurately describing the activities of the Executive Vice President, the affairs of the association, and the financial status of the association.
- k. Attend all meetings of the Governing Board of this association.
- l. Be an ex-officio member of all councils, Governing Board, and Executive Committee without the right to vote.
- m. Give bond to the association in such amount as may be prescribed by the Governing Board, with the premium being paid by the association.
- n. Keep all original written notes and records of all official meetings and sessions for at least two years, after which the Governing Board shall determine the appropriate distribution. The electronic files may be maintained for the length of the EVP Term and transferred to the subsequent EVP upon retirement.
- o. Arrange payment of all expenses of the association and maintain a file of all vouchers and invoices accompanying them for a period of not less than five years.
- p. Deposit all moneys in the name of the association in a federally insured bank or savings and loan association approved by the Governing Board.
- q. Act as manager of the association's publications and employ such office assistants as the Governing Board may deem necessary for the efficient conduct of the affairs of the association.
- r. Promptly and efficiently transfer all association funds, properties, and records to any successor named by proper action of the Governing Board.
- s. Perform any other duties as determined by proper action of the Governing Board.
- t. Dispense association funds up to an amount of one thousand dollars (\$1,000.00), or any amount determined by the Board based on the current rate of inflation, to pay legitimate billings to the association and as necessary for the proper conduct of association affairs. The Board may also set levels of expenditures that must be pre-approved by the Treasurer.
- u. Handle or respond on a timely basis to all correspondence and maintain a written correspondence file, both incoming and outgoing for a period of at least two years after receipt and/or issuance. All electronic correspondence is kept as reasonable for the length of the EVP Term and file access made available to the incoming EVP.
- v. Coordinate the publication of the association's newsletters.
- w. Serve as the point of contact with the association's webmaster and social media coordinators for updates.
- x. Serve as the Alternate Delegate to the AVMA House of Delegates.

Section 5: The Executive Vice President shall be provided remuneration at a rate determined by the Governing Board.

ARTICLE X: OFFICERS

Section 1: PRESIDENT//The president shall preside at all meetings of the association and shall be chairperson of the Governing Board and Chairperson of the Executive Council; shall appoint standing and ad hoc committees; shall appoint all of those officers whose appointments are not otherwise provided for, and with the advice and consent of the Governing Board, fill vacancies of the elected officers that may occur; and perform such other duties as may properly devolve upon a president.

Section 2: PRESIDENT ELECT//The President-Elect shall prepare to accept the duties and responsibilities of the office of President. This officer shall serve as Chairperson of the Scientific Program Committee and make arrangements for scientific programs to be presented at the primary and secondary meetings of the association. This officer shall serve as Chairperson of the Membership and Admissions Committee and as a member of the Governing Board. This officer shall perform other duties appropriate to the office as directed by the President and shall become President of this association upon completion of the term as President-Elect.

Section 3: PAST PRESIDENT//The Past President shall, in the event of the death or resignation of the President or his/her inability, as determined by the Governing Board, to perform the duties of the office, serve as President for the remainder of the unexpired term, or until the Governing Board determines that the President is again able to perform the duties of the office. The Past President shall also serve as Chairperson of the Nomination and Election Committee and as a member of the Governing Board.

Section 4: RECORDING SECRETARY//The Recording Secretary shall perform the recording duties of the association by faithfully and accurately recording the proceedings of the Primary and Secondary General meetings, and meetings of the Executive Council and the Governing Board. In the event that the Recording Secretary is unable to attend a particular meeting, this officer shall, with the approval of the President, arrange for any Active member of this association to serve as alternate to accomplish the objectives of this office for the particular meeting. The Recording Secretary shall be responsible for preparing minutes of each meeting, submitting these minutes to the President of the association, and forwarding a copy of the minutes to the Executive Vice President of the association.

Section 5: TREASURER//This officer shall serve as a member of the Governing Board and as Chairperson of the Audit Committee. As such, the Treasurer will have the same signatory authority and access to association accounts (both online and paper) as the Executive Vice President. The Treasurer will review and approve any financial reports or budgets before their provision to the Governing Board or association members. The Treasurer may be given responsibility by the Board for pre-approving certain levels of expenditures by the Executive Vice President.

ARTICLE XI: DIRECTORS

Section 1: The minimum number of Directors of this association shall be six, with one Director from each of the following employment sectors: Federal (Civilian), State/Local, Uniformed Services, Private, Education/Research/Extension, and At-Large.

Section 2: The terms of office for the current Directors shall be three years and their terms shall be staggered.

Section 3: The Directors will serve as members of the Governing Board and will provide specialized employment sector advice, support, and assistance in determining the policies and pursuing the objectives of the association.

ARTICLE XII: DELEGATES AND REPRESENTATIVES

Section 1: The association's Delegate to the AVMA House of Delegates shall be appointed by the Governing Board for a term of four years.

Section 2: The association's Alternate Delegate to the AVMA House of Delegates shall be the Executive Vice President.

Section 3: The association's Representative and Alternate to the AVMA Legislative Advisory Committee, Food Safety Advisory Committee and other Committees shall be nominated by the Governing Board as appropriate.

ARTICLE XIII: TERMS OF OFFICE

Section 1: The term of office of the President, President-Elect, Past-President, Recording Secretary, and Treasurer of this association shall begin at the conclusion of the Primary General Meeting of this association held in conjunction with the Annual Meeting of the AVMA and shall end at the conclusion of the Primary General Meeting of the association two years after the assumption of the office.

Section 2: The term of office of the Directors of this association shall begin at the Governing Board Meeting of this association held in conjunction with the Annual Meeting of the AVMA and shall end just prior to the Governing Board Meeting three years after the assumption of the office.

Section 3: The term of office of the Delegate to the AVMA House of Delegates shall begin at the Governing Board Meeting of this association held in conjunction with the Annual Meeting of the AVMA and shall end just prior to the Governing Board Meeting four years after the assumption of the office.

ARTICLE XIV: GOVERNING BOARD

Section 1: The Governing Board of this association shall consist of the President, President-Elect, Past President, Recording Secretary, Treasurer, Delegate to the AVMA House of Delegates, and the six Directors.

Section 2: The Governing Board shall be responsible for the major administrative policies governing the affairs of this association and shall devise and implement programs designed to achieve the objectives of the association.

Section 3: The Governing Board may fill vacancies in offices that are essential to the conduct of the affairs of the association whenever such vacancies occur between regular elections.

Section 4: The Governing Board shall approve all association expenses of more than one thousand dollars (\$1,000.00) or any amount determined by the Board.

Section 5: By majority approval of the membership casting ballots by mail, the Governing Board may increase its number by increasing the number of elected Directors.

Section 6: A member of the Governing Board may be recalled from office by two-thirds of the Governing Board members voting on the recall through electronic or paper ballot. The recalled Governing Board member shall remain in office with all rights and duties until the results of a Special Election are available, and shall be included on the Special Election ballot with other nominees unless the member declines to run again. The Special Election shall be held in compliance with all rules governing regular elections for Board members.

ARTICLE XV: EXECUTIVE COUNCIL

Section 1: There shall be an Executive Council of this association consisting of the President, President-Elect, Past President and the Delegate to the AVMA House of Delegates.

Section 2: The Executive Council shall be responsible for the direction and administration of association affairs in the interim between regular meetings of the association.

Section 3: The President, as Chairperson of the Executive Council, has the authority to call special meetings of the Executive Council, the Governing Board, or the general membership.

Section 4: The President has the authority to conduct the business of the association by telephone or electronic means with later written confirmation whenever the exigencies of association affairs require action by the Executive Council or Governing Board in the interim between regular meetings of the association.

Section 5: The Executive Council shall determine the time and location of the various meetings of the association.

ARTICLE XVI: MEETINGS

Section 1: The Primary General Meeting of this association shall be held in conjunction with the Annual Meeting of the AVMA.

Section 2: A Secondary General Meeting of this association may be held in conjunction with the Annual Meeting of the United States Animal Health Association.

Section 3: The Primary meeting of the Governing Board of this association shall be held in conjunction with the Annual Meeting of the AVMA.

Section 4: A Secondary Meeting of the Governing Board of this association may be held in conjunction with the Annual Meeting of the United States Animal Health Association.

Section 5: The Governing Board shall meet at a minimum by conference call/webinar at least quarterly when not meeting in person. These meetings require at least 10 calendar days notice to all Board members. Any two Board members may call an emergency Board meeting with 48 hours notice to all Board members. Although notices of Board meetings are not required to be provided to all association members, the meetings shall be open to any association member who requests to attend.

Section 6: The President, upon the recommendation of the Executive Council, may call Special Meetings of the general membership or the Governing Board. Special meetings shall be announced prior to the meeting date.

Section 7: The agenda of the Primary and Secondary Meetings of this association may be in this order:

- Call to order
- Reading of Minutes of Previous Meeting
- Report of the Governing Board
- Report of the Executive Vice President
 - Progress
 - Financial
- Report of the AVMA House Delegate
- Committee Reports
- Unfinished Business
- New Business
- Installation of Officers (Primary Meeting only)
- Announcements
- A d j o u r n

ARTICLE XVII: QUORUMS

Section 1: A quorum for the transaction of association business at any Primary or Secondary Annual General Meeting shall be all those Active members present who are in good standing.

Section 2: A quorum for the transaction of association business at any Primary or Secondary meeting of the Governing Board shall be a majority of the Board members, including the President.

Section 3: A quorum for the transaction of association business at any meeting of the Executive Council shall be a majority of the Council members, including the President.

ARTICLE XVIII: COMMITTEES

Section 1: Committee Chairpersons and Members shall be appointed by the President, with the assistance of the Governing Board, except as specified in Section 2 below.

Section 2: Standing Committees of this association shall be the following:

- a. Membership and Admissions Committee. The Chairperson of this committee shall be the President-Elect. This committee shall be responsible for actively recruiting members and determining eligibility for membership.
- b. Scientific Program Committee. The Chairperson of this committee shall be the President-Elect. The members of this committee shall be the President and the Past President, and any other members appointed by the President. This

committee shall be responsible for planning and executing the scientific programs at the primary and secondary association meetings. During the Governing Board meeting at the primary and secondary meetings of the association, the Chairperson of this committee shall present a tentative theme and speaker's list for the scientific program for the primary and secondary meetings for the following year to the Governing Board for their comment and agreement.

c. Nomination and Election Committee. The Chairperson of this committee shall be the Past President. The President may appoint any two Directors of the Governing Board to serve as members of this committee. This committee shall be responsible for preparing a list of candidates for the elective offices of the association and submitting this list of candidates to the Executive Vice President at least 90 days prior to the Primary General Meeting of the association. This committee shall review the tally count of the Executive Vice President and report the results of the election to the membership at the Primary Annual General Meeting of the association. This committee shall serve from the time of selection until the report is read.

d. Audit Committee. The Chairperson of this committee shall be the Treasurer. This committee shall be responsible for auditing the financial records of the association at such times as the Governing Board shall direct this committee to accomplish such audit but not less than every year. The Chairperson shall submit a complete report of such audit to the Governing Board of this association upon completion of the audit.

e. Awards Committee. The Chairperson of this committee shall be the Governing Board Director for the Education/Research/Extension Sector. This committee shall be responsible for making recommendations for the presentation of two annual awards: a Food Safety Veterinarian of the Year Award to a colleague in recognition of outstanding accomplishments in the field of veterinary food safety; and a Public Health Veterinarian of the Year Award to a veterinarian in full time public health practice in recognition of accomplishments in the field of public health practice. This committee shall submit recommendations for such awards to the Governing Board of this association.

Section 3: Each standing Committee shall present a report of committee activities at each Primary Annual Meeting and as appropriate for any other meeting.

Section 4: Ad hoc or new standing Committees may be appointed by the President as needed, to address policies, internal communications, and outreach to other organizations

ARTICLE XIX: NOMINATIONS AND ELECTIONS

Section 1: The Nomination and Election Committee shall provide the Executive Vice President with a list of names of one or more Active member nominees for the offices of President-Elect, Recording Secretary, Treasurer, and Governing Board Directors that will become vacant at the end of the current term of office. All nominees shall be selected from the active membership of the association. The Nomination and Election Committee shall strive to make nominations from a broad employment and geographical range to represent food safety and public health.

Section 2: Upon the petition of any twenty (20) Active members of the association, the Nomination and Election Committee shall add to the list of nominees the name of any eligible nominee for the office specified in such petition.

Section 3: The Chairperson of the Nomination and Election Committee shall forward the complete list of nominees for association officers to the Executive Vice President not later than 90 days prior to the date of the Primary General Meeting of the association.

Section 4: The Executive Vice President shall prepare a written or electronic ballot accurately listing the nominees for each position and providing a write-in space for each position. The Executive Vice President shall send this ballot to each Active member of the association not later than 60 days prior to the date of the Primary General Meeting of the association.

Section 5: Active members of the association shall mark their ballots and return the ballots to the Executive Vice President for counting. Ballots must be received not later than 20 days prior to the date of the Primary General Meeting to be valid for counting.

Section 6: The Executive Vice President shall receive the returned ballots. The Executive Vice President shall retain all ballots until the membership has accepted the results of the election, after which the ballots may be destroyed. The Executive Vice President may appoint two Active members of the association to assist with and verify the counting of the ballots. The nominee for each position who has the highest number of votes shall be declared the winner of the election. The Executive Vice President shall prepare a summary report of the election results and submit this report to the Chairperson of the Nomination and Election Committee prior to the date of the Primary General Meeting of the association.

Section 7: The Chairperson of the Nomination and Election Committee shall report the results of the election to the membership during the Primary General Meeting of the association.

Section 8: Election results shall be reported to all the membership by publication in the newsletter issue that reports the activities and business of the primary General Meeting of the association.

Section 9: Active members of the association may protest the results of an election by written notice to the Executive Vice President within sixty (60) days after the election results are published in the meeting issue of the newsletter. The Executive

Vice President shall immediately inform the President and all other members of the Governing Board of receipt of any written protest of election results.

Section 10: The Governing Board shall resolve the protest.

ARTICLE XX: PUBLICATION

Section 1: The association will have at least one official association newsletter, but may develop additional association newsletters or other forms of communication to improve outreach to all members, certain types of members, other organizations, or the public.

Section 2: Members of the association may submit articles for publication to the Executive Vice President and/or publication Editor.

Section 3: The Executive Vice President shall publish association newsletters at least twice each calendar year, e.g., fall and spring, but more frequently as feasible.

Section 4: The Executive Vice President shall distribute the newsletters, to all members listed on the association membership roster current at the time of publication. The newsletters shall be distributed by posting to the website or by email or social media. The newsletters shall also be distributed by mail to those members requesting it.

ARTICLE XXI: FISCAL YEAR

Section 1: The fiscal year of this association shall be July 1 through June 30.

ARTICLE XXII: AMENDMENT

Section 1: Bylaws amendments may be proposed by the Governing Board or by petition of 10% of Active members. After approval of the proposed Bylaws amendments by the majority of the members of the Governing Board, the Executive Vice President will send proposed Bylaws amendments to all Active members by written or electronic ballot. Active members will have 60 days to respond. The closing date for ballots to be received shall be indicated by the Executive Vice President at the time the ballot is submitted to the active membership.

Section 2: An affirmative vote of a majority of the Active members voting shall be required for the adoption of the proposed amendments.

ARTICLE XXIII: PARLIAMENTARY AUTHORITY

Section 1: Robert's Rules of Order shall govern the conduct of all association meetings whenever the situation is not governed by the Bylaws or higher law.

Section 2: A rule of procedure may be suspended by simple majority vote of Active members present and voting at any meeting of the association.

ARTICLE XXIV: DISSOLUTION

Section 1: This association may be dissolved on thirty (30) days' notice by majority vote of Active members at a meeting or by mail ballot. Such dissolution shall be effective ninety (90) days after such vote is taken, provided that all outstanding obligations of the association have been satisfied.

Section 2: In the event of dissolution, all assets remaining after the satisfaction of all association obligations shall be directed and dedicated to the AVMA Foundation.