

Constitution and By-Laws

As Revised and Adopted September 17, 2008

CONSTITUTION

ARTICLE 1

Name

1. The name of this association shall be the New York State Association for Food Protection.

ARTICLE II

Objectives

1. The objectives of this Association shall be (1) to strive for continued improvement in the safety, sanitary, and nutritional quality of milk and food; (2) to provide educational opportunities in these areas through meetings and publications; (3) to promote greater uniformity of sanitary food, drug, and environmental regulations and their enforcement in the dairy and food industries; (4) to assist members in achieving these objectives.

ARTICLE III

Membership

1. **ACTIVE MEMBERSHIP.** Any person engaged in the various phases of the milk and food industries shall be eligible for membership in this Association whether employed by a regulatory agency, educational or research institution, quality control laboratory, or related industries. Active members shall be eligible to vote at meetings of the Association.
2. **HONORARY LIFE MEMBERSHIP.** The Association may extend Honorary Life Membership to members or non-members who have distinguished themselves in the fields of dairy and food sanitation and to members who have made a noteworthy contribution to the Association and fulfil the requirements as stipulated in the By-Laws, Article I, #2. Honorary life members shall be eligible to vote at meetings of the Association.
3. **SUSTAINING MEMBERSHIP.** Organizations whose objectives are in agreement with those of this Association shall be eligible for Sustaining Membership, but without voting privilege.

4. **AFFILIATE MEMBERSHIP.** Regional or local associations whose objectives are in agreement with those of this Association shall be eligible to group affiliation with this Association on conditions stipulated in the by-laws.

5. **STUDENT MEMBERSHIP.** Any student enrolled in a two-year, four-year or graduate program related to the dairy or food industry shall be eligible for membership in this Association.

ARTICLE IV

Officers

1. The officers of this Association shall be a President, President-Elect and Executive Secretary-Treasurer (hereinafter referred to as Secretary). The President shall gain office by succession from the position of senior at large board member. The Secretary shall be appointed by the Executive Board for an unlimited term. All other officers shall hold office for one year.

ARTICLE V

Administrative Committees, Editor, and Executive Secretary

1. **EXECUTIVE BOARD:**

(a) There shall be an Executive Board in the Association to consist of the President, President-Elect, Secretary (non voting member), the last preceding president of the Association, the chairperson of the Council of Affiliates, a representative from Cornell University (non voting member) & hereinafter referred to as Cornell Coordinator) and three other members, one elected each year at large by ballot at the Annual Conference of the Association. Except for the Secretary, Cornell Coordinator and Council Chairperson, six members of the Executive Board shall be officially connected with governmental agencies, educational institutions, or industry (representing dairy, food and related fields).

(b) When new members are elected to fill vacancies on the Executive Board, present members except the Secretary, Cornell Coordinator, and Council Chairperson, shall move up in the line of succession and the new member (or members) shall take the junior position on the Board.

2. MEMBERSHIP COMMITTEE. There shall be a Membership Committee, with the chairperson appointed by the President.
3. AUDITING COMMITTEE. There shall be an Auditing Committee consisting of three members appointed to serve a three-year period. The senior member shall serve as chairperson; annually, the President shall appoint a new member.
4. NOMINATING COMMITTEE. There shall be a nominating committee consisting of the immediate Past President, as chairperson, the Council Affiliates Chairperson and a third person appointed annually by the President.
5. AWARDS COMMITTEE. There shall be an Awards Committee consisting of three members. Members will consist of: the Immediate Past President as chairperson, the Council Affiliates Chairperson, and a third person appointed annually by the President.
6. OTHER COMMITTEES. Unless otherwise provided for by vote of the members, the President shall have the power to appoint other committees to perform specific functions for the good and welfare of the Association and its members.
7. EDITOR. The Executive Board is empowered to employ an editor or editors to serve at the pleasure of the Executive Board with terms of employment, compensation, and duties as stated in the by-laws.
8. SECRETARY. The Executive Board is empowered to employ a Secretary to serve at the pleasure of the Executive Board with terms of employment, compensation, and duties as stated in the By-Laws.

ARTICLE VI

Council of Affiliates

1. There shall be a Council of Affiliates within the Association composed of a Chairperson and one representative from each affiliate association. Provision for additional representation from the affiliates on a quota basis may be made by the Executive Board on request by the Council of Affiliates. The Chairperson will be appointed by the Executive Committee to serve for three years.

2. A Code of Procedure may be adopted and amended by the Council of Affiliates to guide the Council in the discharge of its duties, but all adoptions and amendments shall be ratified by the Executive Board before becoming effective. When the Constitution or the By-Laws do not stipulate a mode of conduct or procedure for the Council of Affiliates or are not explicit in their intent the Code of Procedure shall govern.

ARTICLE VII

Amendments to the Constitution

1. Proposed amendments to the Constitution must be submitted in writing to the Executive Board at least sixty days prior to the Annual Conference of the Association.
2. The Executive Board shall consider all proposed amendments to the Constitution and present a report and recommendation to the membership.
3. The Executive Board shall instruct the Secretary to prepare copies of such proposed amendments and mail them to all members, or publish such proposed amendments in the official publication of the Association, in either case at least fifteen days prior to the Annual Conference.
4. A two-thirds vote of the members present at the annual business meeting shall be required to adopt amendments to the Constitution.

BY-LAWS

ARTICLE 1

Membership

1. **ACTIVE MEMBERSHIP.** Any person eligible for membership under the Constitution shall file an official application accompanied by the annual membership dues to the Secretary.

a. Any person having once become a member shall continue to be a member as long as the annual dues are paid. Any member who shall fail to pay the annual dues after notification by the Secretary that said dues are payable, shall be dropped from membership.

b. A member of the Association may be expelled for cause upon recommendation by the Executive Board after hearing.

c. The dues for active membership shall be established annually by the Executive Board prior to the Annual Conference.

d. Any active member, who is in good standing, may be eligible to be appointed to a committee or position and/or elected to the Executive Board.

2. **HONORARY LIFE MEMBERSHIP.** Honorary Life Membership may be considered by the Executive Board to qualified nominees after receipt of an application. It is not granted automatically to all members upon their retirement. The guidelines for Honorary Life Membership shall be (1) at least fifteen accumulative years of membership in the Association, (2) active membership for the last five years, (3) noteworthy contribution to the work of the State Association or an affiliate association, and (4) retirement from full time work in one's field; one may continue to work on a limited basis in the same field or full time in a different field.

(a) An Honorary Life Member, upon admission to such membership, shall receive an Honorary Life Membership certificate, signed by the President and Secretary and sealed with the seal of the Association. He/she shall also receive complimentary subscriptions to all Association publications.

(b) There shall be no charge for dues or Annual Conference registration for Honorary Life Members.

3. **SUSTAINING MEMBERSHIP.** Any business (individual, professional organization, partnership or corporation), desiring to become a member shall file an official application, accompanied by the annual membership dues, with the Secretary. The Executive Board shall

act upon the application, and, if approved, the Secretary shall issue a certificate of Sustaining Membership. The membership fee shall be returned by the Secretary if membership is not approved.

4. **AFFILIATE MEMBERSHIP.** Any regional organization desiring to affiliate with this Association shall file an official application with the Secretary.

(a) The Executive Board shall act upon the application and, if approved, the application shall be referred to the Council of Affiliates for its approval. If approved by both bodies, the Executive Board shall direct the Secretary to issue a certificate of Affiliate Membership.

(b) An affiliate may be dropped from membership for cause by a majority vote of the Executive Board, and with approval of the Council of Affiliates. An opportunity to be heard must be granted an affiliate before disaffiliation may become effective.

5. **STUDENT MEMBERSHIP.** Any student eligible for membership under the Constitution who shall file an official application and whose application is certified by an Association member may become a member.

ARTICLE II

Duties of Officers and Executive Board

1. **PAST-PRESIDENT** shall serve as chairman of the Nominations and Awards Committees. The Past President shall also update the History of the Association to include accomplishments during his/her tenure.

2. **THE PRESIDENT** shall preside at all meetings of the Association and the Executive Board. He/she shall examine and authorize payment of all expenditures approved by the Executive Board. He/she shall appoint all committee chairpersons at the first Board meeting subsequent of the Annual Conference. When authorized by the Executive Board he/she shall make pro tem appointments to fill any vacancy on the Executive Board between Annual Conferences. He/she shall perform such other duties as usually devolve upon a presiding officer and any other duties and obligations required of him as President by the Constitution and By-Laws. He/she shall be the back-up (second [2nd] signature) for all NYSAFP checks, transfers and other financial matters in the event the Secretary/Treasurer is unavailable. Signature cards should be signed at the Annual Conference yearly by the incoming president. He/she must also be a member of IAFP in keeping with the Constitution & By-Laws of the International Association for Food Protection (formerly IAMFES), parent organization to the NYSAFP.

3. THE PRESIDENT ELECT shall perform the duties of the President in the latter's absence and shall succeed the President when the latter's term expires, or if he/she can no longer serve. He/she shall also serve as Program Chairman for the Annual Conference.
4. THIRD YEAR BOARD MEMBER shall be responsible for the Annual Conference, to include the Exhibitor Area and Local Arrangements Committee.
5. SECOND YEAR BOARD MEMBER shall be responsible for the Council of Affiliates.
6. FIRST YEAR BOARD MEMBER. Shall record the proceedings of the Association and directly coordinate with the executive secretary.
7. SECRETARY shall keep a list of members and collect all monies due the Association. He/she shall pay all bills authorized by the President and shall keep a record of the amount of each payment made for the Association and the name and address of the person or company so paid. He/she shall keep accurate records and shall make a detailed statement of the financial condition of the Association at the Annual Conference and shall make interim reports to the Executive Board when required. It shall also be the duty of the Secretary to assist the Executive Board in making arrangements in preparing the program for the Annual Conference. The Secretary shall obtain a bond sufficient in amount to cover the amount anticipated to be in his/her custody. The cost of such bond shall be borne by the Association.
8. THE CORNELL COORDINATOR shall coordinate the use of facilities and resources at Cornell University to assist the Association in accomplishing its mission.
9. THE EXECUTIVE BOARD shall have the full management of the affairs of the Association when the Association is not in session. The duties, in addition to others mentioned herein, shall include:
 - (a) To act for and in behalf of the Association in administrative, legislative, educational, or other capacities as the Association may direct, or on its own initiative, between Annual Conferences. It shall report such action at the next Annual Conference.
 - (b) To direct the administrative work of the Association including all matters relating to the Annual Report, the Newsletter, and other publications of the Association, and to collaborate with other groups and organizations.

(c) To appoint a delegate to serve as liaison between the NYSAFP and the International Association of Milk, Food and Environmental Sanitarians. He/she will be requested to attend New York Association board meetings when appropriate and to present a report at the Annual Conference business meeting.

(d) To authorize the President to make pro tem appointments to fill any vacancy in office or in elected committees between the meetings of the Association when such vacancy is caused by death, disability or other cause. Any individual appointed on a pro tem basis that is interested in a permanent seat on the board must run at the next annual meeting general election.

(e) To direct the Editor in the performance of his duties with respect to the Newsletter and other Association publications.

(f) To review and ratify Council of Affiliates action and to determine the basis for acceptance to membership and the numerical representation on the Council.

(g) To authorize employment of necessary clerical help by the Secretary and the Editor.

(h) To fix compensation and to authorize payment for services performed by (1) the Secretary, (2) the Editor, and (3) any clerical help.

(i) To authorize necessary expenditures by the Association, committees and the Council of Affiliates for the current Association year.

(j) To fix the time and place of the Annual Conference.

(k) To fix the registration fee of the Annual Conference and to determine the monies to be allotted to the committee on local arrangements for expenses at the Annual Conference.

(l) To designate the means and method of balloting for the election of officers and other purposes.

(m) To designate an official publication(s) of the Association.

(n) To establish and grant awards, when warranted for meritorious service, to members who have distinguished themselves, and to prescribe rules and conditions for the bestowal of such awards.

(o) To grant Honorary Life Memberships.

(p) To select the recipient of the George "Sid" Miller, Jr. Affiliate of the Year Award.

(q) To execute the policies of the Association and to report at the next Annual Conference to the Association any action taken that was not specifically authorized.

ARTICLE III
Council of Affiliates

1. THE COUNCIL OF AFFILIATES shall have these duties and privileges:

(a) To meet during the period of the Association Annual Conference and at any other time and place as the chairperson of the Council may deem necessary.

(b) To act as a forum where representatives of the affiliates and other Council members may present their ideas and problems in the milk and food industries.

(c) To make general recommendations to the Executive Board on matters of local and general significance in the milk and food industries.

(d) To aid the Association and the Executive Board in executing the policies of the Association.

(e) To make a report of its activities to the Executive Board at the Annual Conference.

2. THE CHAIRPERSON OF THE COUNCIL shall preside at all meetings of the Council of Affiliates. He/she shall perform such duties as ordinarily devolve upon a presiding officer. He/she may call special meetings of the Council if deemed necessary. He/she may appoint Council committees but subject to approval of the Executive Board to avoid overlapping and duplicating Association efforts. He/she shall be governed by the Constitution and By-Laws and the Code of Procedure in the performance of his/her duties. He/she shall be a voting member of the Executive Board.

ARTICLE IV
Duties of Certain Committees

1. AUDITING COMMITTEE. It shall be the duty of the Auditing Committee to examine and audit the books of the Association and to present a report of this audit at the Annual Conference of the Association. This committee, with the approval of the Executive Board may engage the services of a professional accountant to make the audit.

2. EDUCATION AND PROFESSIONAL IMPROVEMENT COMMITTEE. It shall be the duty of this committee to coordinate and establish educational and professional improvement throughout the dairy, food and related industries, in accordance with the objectives of the Association. It shall also be the duty of the committee to select the recipient of a meritorious service award to a member distinguishing themselves in the development, future and improvement of the NYSAFP for the presentation at the Annual Conference.
3. NEW YORK STATE FARM METHODS COMMITTEE. It shall be the duty of this committee to study, make recommendations, and promote sanitary milk production in New York State; to assist the producers, regulatory agencies, and processors in evaluating and solving problems; and to further the establishment of uniform requirements and interpretations consistent with the sanitary requirements in other northeast states. It shall also be the duty of this committee to select the recipient of the annual Dr. Theodore H. Reich Memorial Award for presentation at the Annual Conference.
4. FOOD COMMITTEE. It shall be the duty of this committee to explore and evaluate the food protection activities in New York State, to determine such weaknesses or failures as may exist now and later, and to develop and promote a competent, continuous and uniform program aimed at providing the consumers with foods of a safe, sanitary quality. It shall also be the duty of this committee to select the recipient of the annual William V. Hickey Memorial Award for presentation at the Annual Conference.
5. LABORATORY PRACTICES COMMITTEE. It shall be the duty of this committee to study laboratory procedures and technical problems of current interest to the milk and food industries; to evaluate both published and unpublished data; and to present conclusions which will be helpful to our membership. A major activity of the committee is to plan and execute a laboratory session at the Annual Conference on topics of current interest to milk and food laboratory personnel. This committee may be composed to two sub-committees representing the milk and food industry. It shall also be the duty of this committee to select the recipient of the annual Howard B. Marlatt memorial Award for presentation at the Annual Conference.
6. MEMBERSHIP COMMITTEE. It shall be the duty of this committee to take steps to increase the membership of the Association and to stimulate continuance of membership therein.

7. SUSTAINING MEMBERSHIP COMMITTEE. It shall be the duty of this committee to take steps to increase the industrial and other professional organization membership, and to stimulate continuance of membership therein. They shall be guided by Article I, Section 3 of these By-Laws.

8. NOMINATING COMMITTEE. It shall be the duty of this committee to present a slate of officers and other elective personnel to the Association at its Annual Conference and to recommend to the Executive Board means of balloting.

9. AWARDS COMMITTEE. It shall be the duty of this committee to select the recipients of the Dr. Paul B. Brooks Memorial Award, and the Emmet R. Gauhn Memorial Award, and to assure that all award recipients are selected for presentation at the Annual Conference.

10. LOCAL ARRANGEMENTS COMMITTEE – There shall be a Local Arrangements Committee and its duty will be to assist, prepare and help coordinate our Annual Conference. They shall coordinate the Spouses Hospitality Program, manage the Dairy Bar, monitor the conference rooms, coordinate session door prizes and assist the Executive Secretary with conference operations. The Local Arrangements Chairperson shall meet with the Executive Secretary regarding the specific hotel and conference details and responsibilities prior to the fall conference.

11. MISSION AND PLANNING COMMITTEE -- Whereas, the NYSAFP recognizes the need to develop a strategic plan for the future of the Association,

Whereas, a committee shall be established; the function of this committee shall be to provide recommendations for the strategic planning for future of the organization and report at the annual conference an innovative vision of where the committee believes the association should be for the next three to five years, and

Whereas, this committee will address membership, financial and organizational issues, and will solicit ideas from the general membership via surveys, discussions with the executive board and a report presented at the annual conference, and

Whereas this committee shall consist of the current President, the immediate past President as chair, and a minimum of three members to be appointed by the current President,

Therefore, be it resolved that the Association form a standing committee to address a strategic plan for the future of the Association, and shall be named the Mission and Planning Committee.

12. SCHOLARSHIP COMMITTEE. There shall be a Scholarship Committee consisting of a chairperson appointed by the President, the 2nd year board member, and 2 other committee members as assigned by the chairperson.

It shall be the duty of the scholarship committee to review and update criteria for the NYSAFP Scholarship and application; to advertise and send applications to the appropriate educational institutions; and to coordinate fundraising activities (at the AC and other NYSAFP/committee meetings). The committee shall review scholarship applications received and select winners for presentation at the Annual Conference.

The Executive Board shall determine the number and dollar amount(s) of scholarship(s) awarded annually based on the committee's recommendations.

ARTICLE V

Association Meetings

1. ELECTION OF OFFICERS AND BOARD MEMBERS. The President shall at the Annual Conference direct the election of at least one member of the Executive Board. Voting shall be by ballot. A minimum of two tellers shall be appointed by the President to collect and tabulate the ballots.

(a) The Annual Conference of the Association shall be held at a time and place designated by the Executive Board.

(b) Special meetings of the Association may be called by the Executive Board. In such event, the Secretary shall mail the notice of such meetings to all members, or publish the same in the official publication of the Association, in either case at least fifteen days prior to such meeting.

(c) Thirty-five (35) members shall constitute a quorum for the transaction of business. Voting by proxy shall not be permitted; a majority vote shall govern unless otherwise stated.

(d) Roberts' Rules of Order shall govern the procedures at all meetings.

ARTICLE VI
Executive Board Meetings

1. The Executive Board shall meet:
 - (a) At the Annual Conference and a minimum of three other times each year, one of which should be a joint meeting with the Council of Affiliates and committee chairpersons.
 - (b) At any other time deemed necessary by the President; and
 - (c) When requested by three or more members of the Executive Board in conformity with the following provisions.
2. The President shall fix the time and place of an Executive Board Meeting and shall notify the Secretary of such meeting. The Secretary shall immediately notify the Executive Board of the time and place of the meeting.
3. A majority of the Executive Board shall constitute a quorum.
4. The President shall, at all times, endeavor to select a meeting place accessible to all members of the Executive Board.
5. Notices of every meeting shall be in writing, shall state the date of mailing, the hour, date, and place of meeting.

ARTICLE VII
Amendments to the By-Laws

1. These by-laws may be altered or amended at any meeting of the Association by a majority vote of the members present.