



BYLAWS of

Wisconsin Association for Food Protection

Amended September 1990
September 2002
Approved December 1, 2009
Approved March 31, 2011

Bylaws of WAFP; March 31, 2011

ARTICLE I Name and Location

Section 1. The name of this organization shall be the Wisconsin Association for Food Protection (WAFP). The principal office of WAFP shall be in the State of Wisconsin and with other offices, within or without the State of Wisconsin, at such other places as may be necessary or desirable for the proper and efficient conduct of the affairs the Association.

ARTICLE II Purposes

Section 1. WAFP shall be the Wisconsin member organization of the International Association for Food Protection (IAFP).

Section 2. The purposes and objectives of WAFP are:

- i. to provide conferences and educational workshops related to food safety and protection for private sector, university and regulatory professionals;
- ii. to organize and facilitate effective participation and communication in Wisconsin by all sectors of the food and related industries in the activities and functions of the IAFP;
- iii. to encourage effective communication and utilization in Wisconsin of the results of the work and activities of the WAFP;
- iv. to provide an effective forum for Wisconsin food professionals to network with experts and fellow WAFP participants;
- v. to create an opportunity for learning within the Wisconsin food industry;
- vi. WAFP may carry out its purposes jointly with similar organizations.

ARTICLE III Membership

Section 1. Any organization or individual involved in the Wisconsin food industry or interested in the purposes and objectives of WAFP shall be eligible for membership. Organization is defined as any corporation, cooperative, trade association, scientific or professional society, partnership, limited liability company, government department, or agency of government, university or college. The Board of Directors will determine any classes of membership and will set related membership dues from time-to-time.

Section 2. Any organization or person may continue membership in the Association provided the annual membership dues are paid, except that the Board of Directors may provide additional criteria for good standing within its membership. Any person who fails to pay annual dues within thirty days of the due date may have membership terminated. Any member so terminated may be reinstated upon application to the Board of Directors and accompanied by the annual membership dues for that year.

Section 3. Any member of this Association may be terminated for cause based on a majority vote of the Board of Directors.

Section 4. Membership will be on a calendar year basis and membership dues shall be payable in advance.

ARTICLE IV Directors and Officers

Section 1. The directors and officers of the Association shall be President, President-Elect, First Vice-President, Second Vice-President, immediate Past President, Secretary and Treasurer, elected from the membership. Directors and officers terms will extend for 12 months or until their successors are elected or appointed, as provided in these Bylaws. At the beginning of each fiscal year, the President-Elect, First Vice-President and Second Vice-President shall automatically succeed into the offices of President, President-Elect and First Vice-President respectively. The Second Vice-President, Secretary and Treasurer shall be elected by a majority ballot of votes cast among the membership in a manner deemed appropriate by the Board of Directors.

These officers, together with the last preceding President, shall constitute a Board of Directors that will have the responsibility for directing the ongoing business affairs of the Association.

ARTICLE V Duties and Responsibilities of Officers

Section 1. It shall be the duty of the President to preside at all meetings of the Association. The President shall appoint Auditors and all committees, and perform such other usual and customary duties of a presiding officer or are required by the Association. The President shall be the Affiliate Council Representative to IAFFP.

Section 2. The President-Elect shall perform all of the duties of the President in the absence of the President, shall succeed the President when the latter's term expires, and shall be Chairman of the Program Committee which will be responsible for planning the program for the Annual Meeting.

Section 3. The Vice-Presidents, in order of their elected office, shall perform the duties of the President and President-Elect in their absence, and shall serve on the Program Committee.

Section 4. The Secretary shall record the proceedings of the Association and will assist in making arrangements and preparing programs for meetings. The Secretary shall notify members of meetings and the Secretary may be the alternate Affiliate Council Representative to IAFFP at the direction of the President and on behalf of the Board of Directors. If the Secretary is unable to attend, then a representative will be chosen by the Board of Directors

Section 5. The Treasurer shall keep a list of members and shall collect all moneys due the Association. The Treasurer shall record the amount of each payment together with the name and address of the payee. The Treasurer shall have the primary fiscal and fiduciary responsibility of the Association notwithstanding oversight by the Board of Directors. The Treasurer shall make a detailed statement of the financial condition of the Association at the annual Business Meeting. The Treasurer shall be the registered agent of the Association.

Section 6. The Board of Directors shall have full management of the affairs of the Association, as provided in the Articles of Incorporation.

Section 7. The Board of Directors may, from time-to-time, engage independent auditors to examine and audit the accounts of the Association and report its findings to the membership at the annual business meeting.

ARTICLE VI Role Of Administrative Committee

Section 1. The Board of Directors may appoint an Administrative Committee to provide programmatic support for the Board of Directors and to coordinate the activities of the Association's other committees which, at the discretion of the Board, may include but are not limited to:

- (i) an Education Committee to coordinate the Association's educational programs;
- (ii) a Communications Committee to coordinate the Association's communications programs including its newsletters and website;
- (iii) a Scholarship Committee to coordinate the Association's scholarship programs;
- (iv) a Membership Committee to coordinate the Association's membership activities including the annual nomination process and protocol;
- (v) a Fiscal Committee to coordinate the fiscal policies of the Association including periodic review of the Association's finances.

Section 2. The Board of Directors may appoint a non-voting administrative officer to assist the Board in carrying out the routine responsibilities of the Association and to coordinate the responsibilities of and provide support to an Administrative Committee to the Board and Association.

ARTICLE VII Meetings

Section 1. The annual business meeting of the Association shall be no more than 120 days prior to the close of the calendar year. Other meetings of the Association may be held at such times and places as determined by the Board of Directors. All notices of Association meetings shall be given to the membership by the Secretary at least 30 days prior to the meeting.

Section 2. The number of members attending the annual business meeting of the Association shall constitute a quorum to conduct the affairs of the Association. Voting by proxy shall not be permitted.

Section 3. The Board of Directors may meet as necessary to fulfill its responsibilities to the Association. Board meetings may be called by the President, Treasurer or Secretary, provided that the Board is given at least 5 days notice of the meeting by the President or Secretary. Meetings will be at a time and place determined the Board and may include telephone conference calls. A quorum of four directors is necessary to conduct any official business of the Association.

ARTICLE VIII Elections

Section 1. A nominating committee consisting of three other members of the Association shall be appointed by the Board of Directors. At least one member shall have been a member of the Nominating Committee in the previous year. The nominating committee shall submit the names of members for the office of Second Vice-President, one for the office of Secretary and one for the office of Treasurer. The nominating committee shall report to the Board and the Board shall approve all nominees in June. The nominating committee may not submit names from within the committee.

Section 2. Members shall vote for their choice of these nominees on ballots prepared by and returned to the Treasurer. The Treasurer shall, in the presence of at least one other member of the Board of Directors, open and count the ballots no later than August 31st. The results of the balloting will be approved by the Board of Directors and considered final. The ballots will be destroyed by the Treasurer after action by the Board of Directors to finalize the balloting.

ARTICLE IX Board Vacancies

Section 1. Should the office of Secretary or Treasurer be vacated, the Board of Directors shall appoint an Acting Secretary or Acting Treasurer. Should a vacancy occur on of Directors, the Board may appoint any member in good standing to fill the unexpired term.

ARTICLE X Amendments

These Bylaws may be altered or amended by the Board of Directors at any properly noticed Board meeting. Any member proposing amendments must submit the amendment in writing to the Secretary, who shall then give notice of the proposed amendments by mail to each Director of the Association prior to the date of the meeting.

ARTICLE XI Dissolution

Section 1. Should the Association dissolve, the net assets remaining after provision for payment of all debts, obligations and liabilities of WAFP, shall be dedicated and transferred solely in a manner consistent with the purposes and objectives of WAFP and in furthering the generation and interchange of knowledge and expertise in Wisconsin food processing and food safety management. Any net assets shall be distributed by the Board of Directors to an on-going and recognized non-profit association.

ARTICLE XII Miscellaneous Provisions

Section 1. The organization's fiscal year shall be September 1 through August 31.

Section 2. There may be an official seal of WAFP in such form and design as the Board of Directors shall deem appropriate.

Section 3. WAFP shall indemnify any director, officer, employee or appointed agent or advisor of WAFP and protect them free and harmless from loss for any action taken or performed in good faith upon behalf of the Association. The Board of Directors may, if it deems appropriate, obtain Directors and Officers insurance coverage to protect WAFP from liability arising out of acts of omission or commission of any director, officer, employee or appointed agent or advisor of the Association taken in connection with its duties or responsibilities.