

BY-LAWS

NORTH EAST FOOD AND DRUG OFFICIALS ASSOCIATION, INC

AMENDED MAY 15-17, 1991
AMENDED NOVEMBER 8, 2000
AMENDED APRIL 18, 2000
AMENDED NOVEMBER 14, 2001
AMENDED MAY 14, 2003
AMENDED MAY 11, 2005
AMENDED JUNE 20, 2006
AMENDED MAY 9, 2007

NORTHEAST FOOD AND DRUG OFFICIALS ASSOCIATION, INC.

BYLAWS

ARTICLE I - NAME

The name of this non-profit organization is the North East Food and Drug Officials Association, Inc., hereinafter referred to as the Association.

ARTICLE II - PURPOSE

The purpose for which the corporation is formed is to provide a forum and common meeting to unify actions of the members in providing maximum consumer protection. In addition, it will provide a vehicle for formal liaison with the Association of Food and Drug Officials, Inc. hereinafter known as AFDO (N.B. this provision is stated in the Articles of the Association).

ARTICLE III - MEMBERSHIP

- A) Regular Membership: Individuals eligible to hold a regular membership shall be the official heads of the departments or units charged with enforcement of food, drug, cosmetic, device or product safety laws, ordinances or regulations, and the personnel under their supervision or direction actively engaged in the enforcement of such laws, ordinances or regulations. All levels of government are included, state, provincial, local or federal and the armed forces.
- B) Associate Membership: Individuals eligible to hold an associate membership shall be:
- 1) Officers, employees, or authorized representatives of firms or industries regulated by food, drug, cosmetic, device or product safety and related consumer protection laws;
 - 2) Employees of an association involved in the area of interest for which this association is formed;
 - 3) Private consultants to the food, drug, cosmetic, device, consumer product safety or related industry.
- C) Corresponding Membership: Individuals eligible to hold a corresponding membership shall be:
- 1) Professional or scientific personnel employed by a college or university working in the fields of food, drug, cosmetic, device and consumer product safety;

2) Consumers

- D) Retired Membership: Shall be available to any member who has been a member of the association for five (5) years, has accrued fifteen (15) years of experience and has retired for age or disability or other valid reasons acceptable to the Board of Directors. Retired members shall have the same rights and privileges as active members, but shall not hold office except as Past President.
- E) Student Membership: Individuals eligible to hold a student membership shall be full time students with an interest in the purpose of the association.
- F) Membership: Shall include, but not be limited to the states of Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont, and in Canada the four (4) Atlantic Provinces, Ontario, and Quebec.

ARTICLE I V - ORGANIZATION

- A) Board of Directors- The membership of the Board of Directors, hereinafter referred to as the Board, shall be:
- 1) The officers.
 - 2) The directors of state programs, or their designees, charged with enforcement of food, drug, cosmetic, devices or product safety laws, ordinances or regulations from the states of Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island and Vermont.
 - 3) The official heads of federal departments charged with enforcement of food, drug, cosmetic, device or product safety laws, ordinances or regulations with direct oversight for operations in the New England states, including, but not limited to the U.S. Food and Drug Administration and the U.S. Department of Agriculture.
 - 4) The Representative from both Health Canada and Canadian Food Inspection Agency.
 - 5) The Regional Affiliate Association Director.
 - 6) Two (2) Representatives-at-Large.
 - 7) The Past President.

The Board shall authorize the expenditure of funds for reasonable and necessary expenses for the operation of the Association. The Board shall approve all resolutions of the Association and assist in planning the program for each meeting. The Board

shall be the policy making body of the Association. The Board shall have the responsibility for filling vacated positions where no specific procedure is specified in the bylaws. Board members shall be members of AFDO. NEFDOA is not responsible for paying AFDO dues for NEFDOA Board members.

B) Officers:

- 1) The officers of the corporation shall be the President, Past President, President - Elect, Vice-President, Secretary/Treasurer, the Regional Affiliate Director and two (2) Representatives-at -Large elected from the regular members.
- 2) Officers shall serve two-year terms, limited to one term, except for the Secretary/Treasurer who may serve more than one term and the Past President who shall serve until no longer qualified, as determined by the Board. Officers may serve more than one term, provided that no term may be consecutive with another term. The Regional Affiliate Director's term shall be in accordance with Article IV, C.
- 3) Elections will be held at the annual meeting. The officers, except for the Secretary/Treasurer and the Past President, shall be elected on a rotating schedule from the member states and provinces, U.S. Food and Drug Administration and the U.S. Department of Agriculture, as determined by the Board.
- 4) To provide the widest representation possible the Representatives-at-Large shall, whenever possible, be selected from jurisdictions not represented on the Board of Directors. In any case one shall be selected from local government when available. Further, both Representatives-at-Large must not represent the same jurisdiction provided other candidates are available.

DUTIES OF OFFICERS

- 1) President - The President shall: a) serve as chief administrative officer for the Association, and as Chairperson of the Board of Directors; b) make an annual report on the affairs of the Board and fiscal and financial status of the Association; c) make all appointments, excepting the Nominating-Elections Committee; d) approve disbursements of Association funds.
The President shall also possess broad discretionary and delegatory powers to act as deemed necessary and proper to carry out the business of the Association.
- 2) President-Elect - The President-Elect shall: a) act in the capacity of the President at the President's bidding or in case of absence of the President; b) be responsible for fulfilling duties delegated by the President; c) automatically fill the

unexpired term of office of the President, if the latter office shall become vacant; and d) shall assume the office of President when the term of the current President is complete.

- 3) Vice-President - The Vice-President shall: a) assist in carrying out the programs of the Association by fulfilling the duties delegated by the President; b) automatically fill the unexpired term of office of the President-Elect, if the latter office shall become vacant, or when the term of the office of President-Elect is complete.
- 4) Past President – The Past President is the person who served most recently as President who is willing and able to serve on the Board. The Past President shall serve on the Board of Directors until no longer qualified to serve.
- 5) Secretary/Treasurer - The Secretary/Treasurer shall: a) keep a list of all members of the Association; b) collect all moneys due to the Association, giving a receipt therefore, and record the amount of each payment; c) send bills to all members of the Association who are in arrears for dues; d) conduct such part of the correspondence of the Association as usually conducted by the Secretary/Treasurer of similar organizations; e) record the minutes of each meeting of the Association and keep them filed securely.

The Board of Directors may delegate duties of the Secretary/Treasurer to an Executive Director.

The Secretary/Treasurer shall also have: a) care of funds of the Association and all funds shall be disbursed by him or her with the approval of the President; b) furnish to the Association at each annual meeting, and at such times as called on by the Board of Directors, 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.

The Secretary/Treasurer may be bonded as directed by the Board.

- 6) Representatives-at-Large - There shall be two (2) Representatives-at Large who shall serve on the Board of Directors.
- 7) Attendance – Officers (President, President-Elect, Vice-President, Past-President, Secretary/Treasurer, Representatives-at-Large and the Regional Affiliate Director) shall attend all Board meetings and planning sessions of NEFDOA. If an Officer has two (2) unexcused absences from meetings during a calendar year, the position shall be declared vacant and shall be filled pursuant to Article IV of these bylaws. The President or his or her designee shall have the authority to

excuse an absence of an Officer for events including, but not limited to, illness, workload and unexpected occurrences.

- C) Regional Affiliate Director - The Association shall elect a Regional Affiliate Director to AFDO who shall represent the Association on the AFDO Board of Directors. The Regional Affiliate Director is the liaison between NEFDOA and AFDO. S/he shall keep the Board apprised of AFDO activities and other matters of interest. The term of office for the Regional Affiliate Director shall be four (4) years (to coincide with AFDO bylaws).

- D) Committees - The President shall appoint biennially all standing committees as may be established by the Board of Directors and such other committees as deemed necessary and desirable for the Association. Standing committees are as follows: Bylaw Committee, Education Committee, Scholarship Committee, Program Committee, Food Protection Defense Committee, and Associate Membership Committee. There shall also be a Nominating-Elections Committee as follows: The Nominating-Elections Committee shall consist of the last three (3) active past presidents.

ARTICLE V - MEETINGS

The Association shall meet once each year with this annual meeting being held in either the Spring or Fall. The President, with the approval of the Board may also call such additional meetings as from time to time s/he may determine. In the case of an emergency or necessity, or in the case of death, absence, or incapacity of the President, additional meetings may be called by any other officer or Director with the approval of the Board.

- A) Voting - Membership - A quorum, except as otherwise provided, shall consist of a majority of the regular membership and retirees present at any meeting.

ARTICLE VI - DUES

- A) Membership in the Association is on a calendar year basis from the first day of January to the last day of December.

- B) Annual dues or special assessments for the various classes of memberships shall be established by a majority of the entire Board. All such amounts shall

stand until a change is voted and recorded.

ARTICLE VII - DISSOLUTION OF THE CORPORATION

Dissolution of the corporation may be affected by a majority vote of the Board and regular membership acting in combination. Notice of such dissolution shall be filed with the Secretary of State of the State of Rhode Island. Upon dissolution, the Secretary/Treasurer, or in the case of his or her absence, death, incapacity, or refusal, any other officer or Director shall transfer the Capital of the Association to AFDO, to be used by them as their officers or directors see fit in the furtherance of purposes for which that Association was formed.

ARTICLE VIII - AMENDMENT TO BYLAWS

The bylaws may be amended by a majority at any regular meeting provided the membership is given at least two weeks written notice of the proposed changes. The two weeks notice requirement may be waived by a majority vote of those present at any legally constituted meeting.