

CONSTITUTION

ASSOCIATION OF FOOD AND DRUG OFFICIALS

ARTICLE I - NAME

The official title of this non-profit organization shall be the Association of Food and Drug Officials, herein after referred to as the Association.

ARTICLE II - OBJECTIVES AND PURPOSES

The objectives of the Association shall include the following:

1. To seek enactment of the uniform Food, Drug, Cosmetic, Device, Product Safety, and related consumer protection laws.
2. To promote and facilitate uniform enforcement of food, drug, cosmetic, device, product safety, and related consumer protection laws at all levels of government.
3. To develop training programs and uniformity of inspection and analytical techniques for enforcement officials at all levels of enforcement.
4. To study and point out defects in consumer and public health protection under existing laws, regulations, administrative procedures, and to seek to bring about correction.
5. To sponsor a Scholarship Fund for students pursuing careers relating to the assurance of safe foods, drugs, and other consumer products.

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 Board of Directors 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:

Section 1. To continue as an association under its name perpetually.

Section 2. To purchase, receive, take by gift, devise, or bequest, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.

Section 3. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the Association's property.

Section 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.

Section 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.

Section 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.

Section 7. To be a promoter, a partner, a member, an associate, or a manager of any partnership, joint venture, trust, or other entity.

Section 8. To elect directors, elect and appoint officers, and appoint trustees, employees and agents of the Association, define the duties and fix the compensation of directors, officers, trustees, employees, and agents.

Section 9. To pay pensions and establish pension plans, pension trusts, and other benefit and incentive plans for the Association's current or former directors, officers, trustees, employees, and agents.

Section 10. 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.

Section 11. To have and exercise powers of a trustee as permitted by law.

Section 12. 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;

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.

Section 13. 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.

Section 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 BOARD OF DIRECTORS

Section 1. The affairs and business of the Association shall be conducted by a Board of Directors, composed of two elected directors who are elected at large, one elected director from each regional association affiliate, the immediate Past President and four elected officers.

Section 2. The officers of the Association shall be the President, President-Elect, Vice President, and Secretary-Treasurer.

Section 3. The duties and terms of office for the Board of Directors and the officers of the Association shall be as specified in the Association's By-Laws.

Section 4. Appointed representatives of the U.S. Food and Drug Administration, the Center for Disease Control and Prevention, the U.S. Department of Agriculture-Food Safety and Inspection Service, the U.S. Department of Homeland Security and Canadian advisors representing both Health Canada and the Canadian Food Inspection Agency shall serve as advisors to the Board of Directors, but shall not have a vote.

ARTICLE V - EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the Association's officers, the immediate Past-President (who shall serve as an advisor and shall not have a vote) and two (2) elected Directors appointed at the AFDO annual education conference by the President, one of whom was elected at large and one of whom was elected from a Regional Association Affiliate.

ARTICLE VI - MEMBERSHIP RIGHTS AND PRIVILEGES

1. The Association shall have three (3) categories with subcategories of membership as prescribed in the By-Laws.
2. Each category and subcategory of membership shall be entitled to the rights and privileges as prescribed in the Association's By-Laws.
3. The dues of each category and subcategory of membership and the dues period shall be as prescribed in the Association's By-Laws.

ARTICLE VII - MEETING OF MEMBERSHIP

Association meeting dates, location, frequency, notice of meeting, number of regulatory members present to constitute a quorum for the annual meetings, plurality of those voting, shall be as prescribed in the Association's By-Laws.

ARTICLE VIII - ELECTION PROCEDURES

Appointment, composition of the Nominating Elections Committee and the procedures for selecting officers and each Director-at-Large, voting eligibility of membership classes, and eligibility to hold office shall be as prescribed in the Association's By-Laws.

ARTICLE IX - FISCAL YEAR

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

ARTICLE X - HEADQUARTERS

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

ARTICLE XI - CERTAIN MATTERS REFERRED TO THE BOARD OF DIRECTORS

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

Section 1. None of the Association's net earnings shall inure to the benefit of any private individual except as described herein.

Section 2. No director, 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.

Section 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 director, officer or trustee of the Association.

Section 4. No substantial part of the activities of the Association shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation.

Section 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.

Section 6. Subject to the provisions of this Constitution and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Association.

Section 7. The Board of Directors 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.

Section 8. The Board of Directors 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 Board of Directors).

Section 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.

Section 10. If it appears that there may be grounds for exercising the power described in paragraph (b) or (c) of Section 8 of this Article XI with respect to any fund, the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the Board of Directors under paragraphs (b) and (c) of Section 8 of this Article XI, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed under applicable laws. The Board of Directors shall exercise such a power only upon the vote of a simple majority of the members of the Board of Directors.

Section 11. Upon the exercise of the power under paragraphs (b) and (c) of Section 8 of this Article XI to replace any participating trustee, custodian, or agent, the Board of Directors 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.

Section 12. No director or trustee of the Association shall be liable for any of its obligations.

Section 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 Board of Directors by resolution duly adopted in accordance with the Association's Constitution, By-Laws, and applicable law.

Section 14. The Board of Directors may from time to time, in the By-Laws of the Association or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes and objectives of the Association.

Section 15. The Association merges the activities, objectives and assets of the existing Scholarship Fund of the Association of Food and Drug Officials with its own, unchanged for the purposes of Section 501(c)(3) of the Code. The powers and duties of the Board of Directors of the Association herein stated are delegated to the Board of Trustees of the Scholarship Fund as necessary or desirable in support of the following Articles governing the Scholarship Fund:

ARTICLE A-I - Scholarship Fund

1. The Scholarship Fund (the Fund) of the Association of Food and Drug Officials is hereby adopted and continued as a special permanent committee of the Association.
2. No part of the net earnings of the Fund shall inure to the benefit of or be distributed to the officers or trustees of the Fund.

ARTICLE A-II - Purpose and Objectives

1. The purpose and objective of the Fund is to promote interest in college students to pursue a career in areas related to food, drugs, or consumer product safety.
2. As the Fund allows, provide assistance to college juniors or third-year students desiring a career in food or drugs.

ARTICLE A-III - Officers and Board of Trustees

1. The AFDO Executive Committee shall serve in the capacity of the Board of Trustees and the AFDO Secretary-Treasurer shall serve as the Treasurer of the Fund.
2. The duties of the officers and term of office shall be specified in the By-Laws of the Association.

ARTICLE A-IV - Meetings

The Board of Trustees shall meet annually and at other times as necessary to conduct the proper business of the Fund. Three (3) members present shall constitute a quorum.

Section 16. The AFDO Endowment Foundation, (The Foundation) is hereby created as a special permanent committee of the Association and shall operate in accordance with the following Articles:

Article One - Purpose

The purpose of the Foundation is to solicit, invest, and administer segregated and restricted funds for use by the Association to support its educational and scientific activities. The Foundation shall be governed by the provisions of this Section 16 and related By-Laws of the Association.

All other provisions of the Constitution and By-Laws of the Association to the contrary notwithstanding, amendment of this Section 16 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 Board of Trustees of the Foundation, and provided that the Board of Directors of the Association is authorized to amend this Section 16 in ways required to qualify the Association as a Section 501(c)(3) organization.

Article Two - Trustees

The Foundation shall be governed by a Board of Trustees, which shall be comprised of at least ten members. The number of Trustees in excess of ten shall be decided by the Board of Directors of the Association from time to time, and Trustees shall be appointed by the President of the Association for three-year terms, which shall be staggered. All Trustees must be associate or honorary members of the Association while they serve the Foundation.

The Board of Trustees shall elect officers and establish needed committees of the Foundation as prescribed by the By-Laws.

Article Three - Foundation Funds

The principal task of the Foundation as administered by the Board of Trustees shall be to raise funds for the purpose stated in Article One. Upon receipt, those funds shall be deposited in the Endowment Fund, unless the donor directs deposit in the Special Projects Fund.

Section (a). Endowment Fund. The Endowment Fund shall be held, invested and preserved to generate reasonable ordinary income which shall be distributed to the Treasurer of the Association not less than annually to support the educational and scientific activities of the Association under the direction of the Board of Directors.

From time to time the Foundation may determine that a portion of the corpus of the Endowment Fund should be made available to the Board of Directors to support educational and scientific activities, and the Foundation shall thereupon inform the Board of Directors of its availability.

Section (b). Special Projects Fund. The Special Projects Fund shall consist of the hereinafter named accounts established and funded from donor-designated receipts at the direction of the Board of Trustees unless otherwise specifically restricted by the donor. One or more of these accounts may not be funded from time to time if priorities and resources do not permit meaningful funding.

Temporary or additional special fund accounts may be specifically designated by one or more donors with the concurrence of the Board of Trustees.

Initial special accounts shall consist of available funds intended to offset current costs of the following special projects:

- Annual Meeting of the Association
- Annual Meeting of an Affiliated Regional Association

- Association Publications
- Regulatory Member Training Seminars

Both the corpus and income of all special project accounts shall be available to the Board of Directors currently for the designated special projects which shall be of an educational or scientific nature.

Article Four - Principles of Governance

Section (a). The funds of the Foundation shall at all times be administered and distributed in a manner consistent with the Association's status under the Code.

Section (b). For Foundation purposes only the Board of Trustees shall have the powers and duties of the Board of Directors as the former administers the affairs of the Foundation.

Section (c). Distributions from the Funds described in Article Three authorized by the Board of Trustees shall be made to the Treasurer of the Association as and when requested by the Board of Directors, but not less frequently than annually.

Section (d). The Board of Directors shall establish a special audit committee to certify to the Foundation annually that receipts from the Foundation have been used for the Association's scientific and educational purposes. The Board of Directors shall at the same time account to the Foundation at least annually for the use of all funds received from the Foundation. The purpose is to permit the Foundation to give financial and performance reports to donors upon request.

Section (e). The Foundation shall from time to time recommend amendments to the Constitution and By-Laws of the Association needed to promote or facilitate the objectives of the Foundation to the Board of Directors.

ARTICLE XII - COMMITTEES APPOINTED BY THE PRESIDENT

The President shall annually appoint all standing committees as may be established by the Board of Directors.

ARTICLE XIII - BY-LAWS

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. The procedure for amendments shall be as prescribed in the By-Laws.

ARTICLE XIV - AMENDMENTS TO THE CONSTITUTION

The Association shall have full power to implement By-Laws for the governance of the Association, the management of its affairs and shall have power to change, alter, add to, or amend such Constitution and By-Laws and other powers as are necessary and incidental to carry into effect the objectives of the purposes of this Association. Amendments to the Association's Constitution shall be in accordance with the procedure to amend the Association's By-Laws and as prescribed in Article X and Article XX of the Association's By-Laws.

ARTICLE XV - 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 Committee serving at the time of dissolution