

# CONSTITUTION

ASSOCIATION OF FOOD AND DRUG OFFICIALS

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## ARTICLE I - NAME

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

## ARTICLE II - MISSION AND OBJECTIVES

### **Association Mission:**

The Association of Food and Drug Officials strives to protect public health and safety by working collaboratively with public and private sectors, advocating with a unified voice to make a positive impact on food, drug, and medical product safety laws, rules, and regulations.

### **Association Objectives:**

The objectives of the Association shall include the following:

1. To advance a public health-based integrated regulatory system including an integrated food safety system.
2. To seek enactment of the uniform Food, Drug, Cosmetic, Device, Product Safety, and related consumer protection laws.
3. To promote and facilitate uniform enforcement of food, drug, cosmetic, device, product safety, and related consumer protection laws at all levels of government.
4. To develop training programs and promote uniform inspection and analytical techniques for enforcement officials at all levels of enforcement.
5. To study and identify defects in consumer and public health protection under existing laws, regulations, and administrative procedures, and to seek correction of defects.
6. To be an accurate and reliable source of information for food and medical products safety programs, and services.
7. To collaborate with other organizations, Regional Affiliates, and allies to promote food and medical products safety.

The 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 to 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:

- (a) on behalf of any individual who is or was a director, an officer, a trustee, an employee, or agent of the Association;

- (b) on behalf of any individual who 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; and
  
- (c) on behalf of any individual who is or was a director, an officer, a trustee, an employee, or agent of the Association; or on behalf of any individual who 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; and 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 Officers of the Association shall be the President, President-Elect, Vice President, Secretary-Treasurer, and the immediate Past President.

Section 2. The affairs and business of the Association shall be conducted by a Board of Directors, composed of two directors who are elected at large, one elected director from each Regional Affiliate, the immediate Past President, four elected officers, and the Executive Director.

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 Bylaws.

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, industry members, and Canadian advisors representing both Health Canada and the Canadian Food Inspection Agency, and others as appointed by the President shall serve as advisors to the Board of Directors but shall not have a vote.

#### **ARTICLE V - MEMBERSHIP RIGHTS AND PRIVILEGES**

1. The Association shall offer categories of membership as prescribed in the Bylaws.
2. Each category and subcategory of membership shall be entitled to the rights and privileges as prescribed in the Association's Bylaws.
3. The dues of each category and subcategory of membership and the dues period shall be as prescribed in the Association's Bylaws.

## **ARTICLE VI - 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 Bylaws.

## **ARTICLE VII - 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 Bylaws.

## **ARTICLE VIII - FISCAL YEAR**

The Association's fiscal year shall be as prescribed in the Association's Bylaws.

## **ARTICLE IX - HEADQUARTERS**

The Association's headquarters shall be as prescribed in the Association's Bylaws.

## **ARTICLE X - 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 Bylaws, 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 the Association's Bylaws.

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 carry on propaganda, or other attempts to influence legislation.

Section 5. The Association shall not participate or intervene in any political campaign (including the publishing or distributing of statements) 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 obtaining information and taking other appropriate steps to ensure that each participating trustee, custodian, or agent of a trust or fund 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 preceding Section 8, 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 preceding Section 8, 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 preceding Section 8 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, Bylaws, and applicable law.

Section 14. The Board of Directors may from time to time, in the Bylaws 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 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 15 and related Bylaws of the Association.

All other provisions of the Constitution and Bylaws of the Association to the contrary notwithstanding, amendment of this Section 15 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 15 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 industry members 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 Bylaws.

#### **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.

Endowment Fund. The Endowment Fund shall be held, invested and preserved to generate reasonable ordinary income which shall be distributed to the Secretary-Treasurer of the Association 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.

## **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 Section 501(c)(3) of 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 Association shall provide annually, if funds were provided by the Foundation to the Association, a report on funds used by the Association from the Foundation including a listing of the expenditures and statement indicating the funds from the Foundation were used for the Association's scientific and educational purposes. 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 Bylaws of the Association needed to promote or facilitate the objectives of the Foundation to the Board of Directors.

## **ARTICLE XI - COMMITTEES APPOINTED BY THE PRESIDENT**

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

## **ARTICLE XII - BYLAWS**

Members shall have the power to make Bylaws as they may deem proper for the management of the affairs of the Association providing such Bylaws are not in conflict with the Constitution. The procedure for amendments shall be as prescribed in the Bylaws.

## **ARTICLE XIII - AMENDMENTS TO THE CONSTITUTION**

The Association shall have full power to implement Bylaws 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 Bylaws 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 Bylaws and as prescribed in Article IX and Article XIX of the Association's Bylaws.

## **ARTICLE XIV - 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 Officers serving at the time of dissolution.

# BYLAWS

ASSOCIATION OF FOOD AND DRUG OFFICIALS

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## ARTICLE I - NAME

The name of the Association is included in Article I of the constitution.

## ARTICLE II - MISSION AND OBJECTIVES

The mission and objectives of the Association are included in Article II of the constitution.

## ARTICLE III - MEMBERSHIP

Section 1: There shall be three (3) categories of membership in the Association, designated as: Individual Membership, Group Membership, and Contributing Membership.

Section 2: The qualification for each class of membership shall be:

### Individual Membership

1. Regulatory Members are individuals engaged in regulatory agency law enforcement at state, federal, tribal, territorial, or local levels. These individuals may vote and hold office and serve as members or leadership to the Association's Committees.
2. Alumni/Student Members are retired individuals who prior to retirement were employees of agencies charged with enforcement of food, drug, cosmetic, device or product safety laws, ordinances or regulations or employees of or consultants for firms regulated by food, drug, cosmetic, device or product-safety and consumer-protection laws. These individuals must be officially retired from the agency and must not be working or consulting for any entities regulated by regulatory members of the Association. "Retired" is defined as those who derive more than 75% of their income from pensions or retirement plans. This category also includes any student enrolled in a two-year, four-year, or graduate program related to foods, drugs, cosmetics, devices or product safety. These individuals receive all mailings, may also serve as members or leadership to the Associations' Committees, but may not otherwise hold office or vote.
3. Consumers/Educational Members are any individuals interested in the objectives of the Association. These individuals must not be employed by any government agency charged with enforcement of food, drug, cosmetic, device or product safety laws, ordinances or regulations. This category also includes individuals employed by a two or four-year college or university involved in education or research involving foods, drugs, cosmetics, devices, or product safety. These individuals receive all mailings, may serve as members or leadership to the Association's Committees, but may not vote or hold office.
4. Industry Members are employees of consumer organizations, or employees of a firm, business, professional, consumer or trade association interested in the Association's activities. These

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members shall be entitled to receive all mailings, may serve as members or leadership to the Association's Committees, but cannot vote or hold office.

5. Honorary Membership are individuals who have been regulatory members and who are nominated by the Board of Directors and elected by the Association to this class of membership in recognition of their "substantial contributions" to the achievement of the objectives of the Association. Items that shall be considered in awarding the Association's Honorary Membership are the leadership roles taken by the candidate in both the national Association and/or the Regional Affiliates, as well as the contributions made by the candidate to the basic mission of consumer protection while serving as an officer in the enforcement of food, drug, cosmetic device, or product-safety laws. Honorary Members shall have all the rights and privileges of a regulatory member unless said Honorary Member becomes associated with a regulated industry, causing their rights and privileges to be limited to those of an individual Industry Member.
  
6. Group Membership is intended to provide organizations with multiple members the opportunity to join as a group at a reduced rate. Each subcategory is divided into Government and Non-Government entities. One printed journal will be provided to one individual within a group membership, and all other group members will be provided the journal online. To be eligible for group membership, all membership applications of the group must be submitted together with payment. Additional members cannot be added during the year. The following group memberships are available:
  - Five to ten memberships (5-10),
  - Eleven to twenty memberships (11-20),
  - Twenty-one to fifty memberships (21-50), and
  - Greater than fifty memberships (50).
  
7. Contributing Membership provides a structure for organizations to choose to support the Association by paying a premium for their memberships. Each subcategory is divided into Government and Non-Government entities.
  - Platinum membership includes five (5) memberships.
  - Gold membership includes three (3) memberships.
  - Silver membership includes two (2) memberships.

#### **ARTICLE IV – BOARD OF DIRECTORS**

Section 1: The affairs and business of the Association shall be conducted by a Board of Directors composed of two (2) elected directors who are elected at large, one (1) elected director from each Regional Affiliate, Officers which includes four (4) elected officers and the immediate Past President, the Executive Director, and advisors. Each member of the Board of Directors shall have only one vote with the exception of the advisors and the Executive Director who shall not have a vote.

Section 2: Fifty percent (50%) of the Board of Directors shall constitute a quorum.

Section 3: The unexpired terms of all vacancies of the Board of Directors, except for the President, President-Elect, and Board of Directors members elected by Regional Affiliates s, shall be filled by a vote

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of the majority of the Board of Directors, present and voting. However, Directors or the Secretary-Treasurer elected by the Board of Directors to fill unexpired terms shall serve only one year or until the next election, whichever first occurs. If the office of the President becomes vacant, the President-Elect shall fill the President's unexpired term. The office of President-Elect, if vacant, shall be filled by the Vice President. The office of the Vice-President, if vacant, shall be filled via mail ballot by a simple majority of those voting members casting ballots. Unexpired terms of Board of Directors Members elected by Regional Affiliates shall be filled in accordance with the Bylaws of the Regional Association.

**Section 4:** The Board of Directors shall hold meetings in-person or via conference call or other telecommunications system. Votes of the Board of Directors may be conducted in-person, via conferences or other telecommunications system, or via electronic mail or other electronic voting system. All meetings of the Board of Directors shall be open for attendance by any member of the Association provided that the Board of Directors may, by majority vote, meet in closed session when such is deemed in the best interest of the Association. Generally, unless otherwise approved by the Board of Directors the Board shall meet as follows:

- **Association Business – Routine Meetings:** one annual meeting shall be held at the Annual Educational Conference. Other ad hoc meetings may be held at the direction of the President, Officers, or a majority of the Board of Directors. The attendees would include all of the members of the Board of Directors. These meetings will conduct business that requires approval by the members of the Association including the Board of Directors and Executive Director updates for board members on the year’s major accomplishments, the association’s financial condition, and new program initiatives for the upcoming year.
- **Board of Directors – Routine Meetings:** meetings shall be held in the fall, spring, and at the Annual Educational Conference. The attendees would include the Board of Directors. These meetings will oversee, discuss, and decide on routine organizational, financial, and legal issues for the Association.
- **Board of Directors – Ad Hoc Meetings:** meetings shall be held at the request of the Executive Director or Presidents request. The attendees would include the Board of Directors. These meetings will address specific and timely organizational, financial, or legal issues that require Board of Directors decision prior to routinely scheduled Board of Directors meetings. They may occur using email solicitation for independent input on time sensitive issues.
- **Officers – Ad Hoc Meetings:** meetings shall be held at the request of the Executive Director or Presidents request. The attendees would be the Officers and may include the Executive Director. These meetings will provide direction to the Executive Director regarding controversial issues to include preparing materials for the Board of Directors review and membership support. They may occur using email solicitation for independent input on time sensitive issues.
- **Association Special – Ad Hoc Meetings:** meetings shall be held at the request of the Executive Director or President. The attendees would be the Officers and may include the Executive Director.

Board Position	Board of Directors	Voting	Officers
President	X	X	X
President Elect	X	X	X
Vice President	X	X	X
Secretary-Treasurer	X	X	X

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Past President	X		X
At Large	X	X	
Regional Affiliate Representative	X	X	
Advisors	X		
<i>Executive Director</i>	<i>Under direction of the Board of Directors</i>		

Section 5: All Board of Directors members shall:

- Implement and assign for actions all motions, resolutions, and issues directing further action by the Association which are adopted at any annual or special meetings of the Association membership and involving matters of policy, administration, or business.
- Identify and advance strategic priorities of the Association in alignment with the Association mission
- Provide fiduciary oversight for the Association business activities
  - Ensure financial audit is conducted annually, review results
  - Ensure tax filings are completed annually and accurate
- Provide legal and ethical oversight for the Association activities
  - Ensure legal status of the Association is maintained
  - Ensure planning, decisions, and implementation activities are conducted in an ethical manner

Section 6: The Board of Directors may authorize the establishment of "Conference" and "Organizations" under the auspices of the Association and, if authorized, shall establish policies under which such "Conferences" and "Organizations" shall function in accordance with the objectives and purposes of the Association.

**ARTICLE V – DIRECTORS**

Section 1: The term of office of the two (2) directors elected at large shall be four (4) years. These terms shall be staggered so that one (1) new director is elected every two years. These directors shall be elected by the regulatory membership.

Section 2: The term of office of the directors elected by the Regional Affiliates shall be four (4) years. These terms shall be staggered as determined by the Board of Directors. These directors shall be elected by the Regional Affiliate according to procedures of the Regional Affiliate Bylaws.

Section 3: The newly elected directors shall be installed at the annual meeting, and shall assume their duties at the close of the annual meeting.

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## ARTICLE VI – OFFICERS

Section 1: The five (5) officers of the Association shall be President, President-Elect, Vice President, Secretary-Treasurer, and immediate Past President.

Section 2: The President and President-Elect, and Vice-President of the Association, shall be elected for a term of one (1) year, or a period prescribed in the bylaws.

Section 3: The Vice-President of the Association, shall be elected for a term of two (2) years prior to installation as President of the Association, one (1) year in the role of Vice President and one (1) year in the role of President-Elect

Section 4: The Secretary-Treasurer of the Association shall serve be elected for a term of three (3) years after installation in the position, or a period prescribed in bylaws when completing an unfulfilled term.

Section 5: The immediate Past President shall be elected for a term of one (1) year in this position after completion of Presidential period

Section 6: The newly elected officers shall be installed at the annual meeting and shall assume their duties at the close of the annual meeting. No officer, except for the Secretary-Treasurer, may succeed themselves.

Section 7: Duties of Officers:

- The Officers shall have the right to consult with the following advisors on an as-needed basis: the immediate Past President and appointed representatives from 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 a representative from Health Canada and the Canadian Food Inspection Agency.
- The Officers shall meet upon call by the President, and four (4) members of the Committee shall constitute a quorum.
- The Officers shall be responsible for employing an Executive Director including development and execution of job descriptions, performance goals, and performance reviews.

President (Officer): The President shall serve as Chairman of the Board of Directors and shall do the following:

- Direct the Executive Director/staff to conduct and present annual report on the fiscal and financial status of the Association.
  - Includes audit being completed and results.
- Direct the Executive Director to prepare and present to the Board of Directors an annual report on the affairs of the Association.
  - General operations, projects, staffing updates, emerging issues, and other items requested by the Board of Directors.
- Possess broad discretionary and powers delegated through the AFDO Bylaws to act as deemed necessary and proper to carry out the business of the Association.

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- Participate in bi-weekly meetings with the Executive Director to provide input on Association direction. Meeting includes routine updates on staffing, key projects, finance activity implementation, FDA issue forecasting, emerging issues (to potentially need Officer input), congressional initiatives, and key partnership opportunities.
- Assign Board of Directors project oversight to officers for non-committee specific areas (e.g. training plans, SAFHER, medical products, FoodSHIELD, etc.)
- Make all committee appointments, except the Nominating-Elections Committee.
  - This includes the standing committee chairs, and ad hoc committee chairs.
- Appoint all committees and oversee charges to committees.
  - Provide strategic direction to committee chairs through charges to support association mission and priorities.
  - Hear and address barriers to committee work in coordination with the Executive Director and Board of Directors members.
  - Assign Board of Directors members to participate in and monitor the progress of committees.
- Lead Board of Directors meetings
  - Routine meetings, post conference, fall, spring, and pre-conference.
  - Agenda is established in coordination with Executive Director and staff.
  - Facilitate and maintain orderly discussion during meetings.
- Participate in monthly meetings with FDA Office of Partnerships leadership to identify areas for action.
- Identify and advance Presidential priorities in support of the Association and its mission.
- Represent the Association in coordination with the Executive Director
  - Presidential address to Regional Affiliates (minimum of 3-6 meetings and coordinate with other officers or Executive Director for representation at all of them).
  - Other conferences and meetings (Healthy People, MFRPA, RRT, CFP, FSPCA, etc.)
- Executive Director annual evaluation and new contracting with officers (pre-fall meeting).
- Deliver President’s Address at the Annual Educational Conference.
- Provide oversight to and collaboration with the Executive Director for ad hoc efforts to advance the Association and its mission (e.g. advocacy, lobbying, previewing FDA positions or changes).

President-Elect (Officer): The President-Elect shall do the following:

- Act in the capacity of the President at the President's bidding or in case of absence of the President.
- Automatically fill the unexpired office of President, if the latter office shall become vacant, or when the annual term of the office of President is complete
- At request of President, attend Regional Affiliate meetings, conferences, and other meetings relevant to the Association to represent the Association.
- Be responsible for completing duties delegated by the President to fulfill the programs of the Association.
- Prepare priorities for presidential year (share at post conference Board of Directors meeting).

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- Actively participate in Board of Directors meetings
  - Provide updates on their organizational activities relevant to the Association
  - Review provided materials
- Identify issues relevant to Association and forward for discussion.
- Serve as on the Conference Program Planning Committee.
- Coordinate Board of Directors participation in committees.

Vice-President (Officer): The Vice-President shall do the following:

- Automatically fill the unexpired term of the office of President-Elect if the office shall become vacant
- Be responsible for completing duties delegated by the President to fulfill the programs of the Association
  - Attend Regional Affiliate meetings as coordinated in absence of President
- Actively participate in Board of Directors meetings
  - Provide updates on their organizational activities relevant to the Association
  - Review provided materials
- Serve as on the Conference Program Planning Committee.
- Attend Regional Affiliate meetings, conferences, and other meetings relevant to the Association to represent the Association

Secretary-Treasurer (Officer): The Secretary-Treasurer shall do the following with assistance from the Association staff:

- Perform the following or ensure delegation of duties to the Associate Executive Director for Alliances Meetings and Administration (Associate Executive Director AMA) as authorized in Bylaws:
  - Have care of funds of the Association and all funds shall be disbursed in accordance with an approved annual budget or relevant cooperative agreements.
  - 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
  - Maintain Bond as directed by the Board of Directors
  - Review the monthly reconciliation prepared by the Association’s accountant reported to the Secretary-Treasurer.
  - Record the minutes of each meeting of the Association and keep them filed securely
  - Review and approval all accounts payable over \$15,000
  - Actively participate in Board of Directors meetings
    - Provide updates on their organizational activities relevant to the Association

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- Review provided materials
- Be responsible for completing duties delegated by the President to fulfill the programs of the Association
- At the request of the President, attend Regional Affiliate meetings, conferences, and other meetings relevant to represent the Association

Immediate Past President (Officer): The immediate Past President shall do the following:

- Serve on the Board of Directors for a period of one year in this position after completion of Presidential period
- Form and chair a nominations committee to provide nominations for the following positions as they become vacant:
  - Vice-President
  - Secretary-Treasurer and
  - Director-at-Large
- Actively participate in Board of Directors meeting
  - Provide updates on their organizational activities relevant to the Association
  - Review provided materials
- Serve as the chair of the Conference Program Planning Committee.
- Support the President in implementation of Association and Presidential priorities
- Be responsible for completing duties delegated by the President to fulfill the programs of the Association
- Attend Regional Affiliate meetings, conferences, and other meetings relevant to represent the Association
- Participate in committees, as coordinated by the President Elect

**ARTICLE VII – DUTIES OF AT LARGE MEMBER**

- At Large Member: voting member. The at large member shall do the following: Serve on the Board of Directors for a period of three (3) years after installation in the position, or a period prescribed in bylaws when completing an unfulfilled term.
- Actively participate in Board of Directors meetings
  - Provide updates on their organizational activities relevant to the Association
  - Review provided materials
- Identify issues relevant to Association and forward for discussion
- Represent and provide input as requested on matters relevant to the Association’s regulatory focus
- Participate in committees, as coordinated by the President Elect

**ARTICLE VIII - MEETINGS OF MEMBERSHIP**

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Section 1: Meeting places and dates for the membership of the Association, including the annual conference, shall be set by the Board of Directors; and the membership of the Association shall be given notice of at least thirty (30) days for any meeting called.

Section 2: At annual and special meetings of the membership of the Association, a majority of the regulatory members registered for the meeting shall constitute a quorum.

Section 3: On any vote or ballot, a plurality of those voting shall be necessary to carry that vote.

#### **ARTICLE IX - ELECTION PROCEDURES**

Section 1: The Immediate Past President shall form and chair a nominations committee to provide nominations for the following positions as they become vacant:

- Vice-President;
- Secretary-Treasurer; and
- Director-at-Large.

Section 2: Ballots bearing an alphabetical list of the names of nominees to fill the positions of those officers and directors of the association whose terms are expiring shall be emailed to the voting membership at least sixty (60) days prior to the annual conference. A brief biographical sketch of each nominee shall accompany the list of nominees. Provisions shall be made on the ballot form to accommodate write-in nominations. Ballots will be accessed via a secure portal on the Associations website and returned by the member no later than fifteen (15) days prior to the annual conference to be considered for tally. The Associate Executive Director AMA shall verify each returned ballot against the current membership list and shall provide the results to the President. Members who do not have an email address will be sent a ballot through regular mail. The election of officers and directors shall be by a simple majority of those voting members casting ballots.

Section 3: Any regulatory member of the Association shall be eligible for nomination to office.

#### **ARTICLE X - FISCAL YEAR**

The fiscal year of the Association shall be July 1 through June 30.

#### **ARTICLE XI - HEADQUARTERS**

The headquarters of the Association shall be located at a place or an address designated by the Board of Directors. Headquarters of the Association is 155 W Market St., 3rd Floor, York, Pennsylvania 17401.

#### **ARTICLE XII - CERTAIN MATTERS REFERRED TO BOARD OF DIRECTORS**

Section 1: All motions, resolutions, and issues directing further action by the Association which are adopted at any annual or special meetings of the Association and involving matters of policy, administration, or business, shall be referred to as the Board of Directors for implementation or assignment immediately after adoption or the time frame as may be specified in the proposal.

Section 2: The Board of Directors shall have full power of the Association in all matters.

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**ARTICLE XIII - DUES**

Section 1: Membership dues for all classes of membership shall be established by the Board of Directors.

Section 2: The membership year shall coincide with the calendar year and dues are payable on January 1 for each year.

Section 3: Dues may be different for the different categories of membership.

Section 4: Members whose dues are not paid by March 1 of each year shall be deemed in arrears, and dropped from membership until delinquent dues are paid.

**ARTICLE XIV - COMMITTEES APPOINTED BY THE PRESIDENT**

The President shall annually appoint all standing committees as may be established by the Board of Directors and such other committees as deemed necessary and desirable for the Association.

**ARTICLE XV - AUDIT**

The Board of Directors shall have an annual audit conducted of the financial records of the Association and require the findings to be reported to the President and the Board of Directors for review. The Board of Directors shall ensure the appropriate required tax returns are completed and reviewed.

**ARTICLE XVI - RULES OF ORDER**

Business sessions of the Association shall be conducted in accordance with *Robert's Rules of Order, Newly Revised* except as where otherwise specified.

**ARTICLE XVII - PUBLICATIONS**

There shall be an official journal of the Association. All publications of the Association shall be issued under the direction of the Board of Directors and shall become the property of the Association.

**ARTICLE XVIII - PROPERTY**

The Board of Directors shall act as trustees for all property of the Association.

**ARTICLE XIX - AMENDMENTS OF THE BYLAWS**

The Bylaws of the Association can be amended by the Board of Directors or the Officers, subject to approval via electronic ballot by a simple majority of those voting members casting ballots except that the affirmative vote of three-fourths of those casting ballots shall be required to amend Article XXII if the Board of Trustees of the Foundation has not first approved the amendment. The voting procedure shall be conducted as outlined in Article IX and shall be handled by the Nominating-Elections Committee.

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**ARTICLE XX - RECORDS**

All records of the Association shall be kept as designed by the Board of Directors.

**ARTICLE XXI - EMPLOYEES**

The Board of Directors shall have full power to employ an Executive Director and other employees, full or part-time, and require that they be bonded as deemed necessary to carry out the business of the Association.

**ARTICLE XXII - BYLAWS OF THE FOUNDATION**

**TITLE I**

General

Section 1: Name. The name of the Foundation is the AFDO Endowment Foundation herein after referred to as the Foundation.

Section 2: Address. The address of the Foundation shall be the same as the Association until and unless changed by the Board of Trustees.

Section 3: Fiscal Year. The fiscal year of the Foundation shall be the same as the fiscal year of the Association.

**TITLE II**

Board of Trustees

Section 1: Generally. The affairs of the Foundation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Trustees, subject to the provisions of the Constitution and these Bylaws. The Board of Trustees shall have the number of members, no greater than thirty (30) and no less than ten (10), as designated by resolution of the Board of Directors of the Association from time to time. When not so designated, the number of directors shall be ten (10).

Section 2: Appointment of Trustees. The appointment of members of the Board of Trustees shall be governed by the Constitution.

Section 3: Quorum and Voting. A majority of the trustees in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Trustees. Except as otherwise provided in the Constitution or Bylaws, the act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 4: Regular Meeting. The Board of Trustees may hold regular meetings, as fixed by these Bylaws or by resolution of the Board of Trustees, for the purpose of transacting such business as properly may come before the Board of Trustees. Except as provided in these Bylaws, such regular meetings of the Board of Trustees may be held without notice of the date, time, place, or purpose of the meeting. The first regular meeting in the Association’s fiscal year shall be the annual meeting of the Board of Trustees.

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Section 5: Special Meetings. Notwithstanding the preceding Section 4 of this Title II, the Board of Trustees may hold special meetings for any lawful purpose upon proper notice, as described in Section 6 of this Title II, and upon call by the presiding officer of the Board of Trustees, the President of the Foundation, or by twenty percent (20%) of the trustees then in office. A special meeting shall be held at such date, time, and place within or without the principal office as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 6: Notice of Special Meetings. Oral or written notice of the date, time, and place of each special meeting of the Board of Trustees shall be communicated, delivered, or mailed by the Secretary of the Foundation, or by the person or persons calling the meeting, to each member of the Board of Trustees so that such notice is effective at least two (2) days before the date of the meeting. Except as provided in these Bylaws, the notice need not describe the purpose of the special meeting. Oral notice shall be effective when communicated. Written notice shall be effective at the earliest of the following:

1. When received;
2. Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Foundation;
3. On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
4. Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first-class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Foundation.

Section 7: Waiver of Notice. Notice may be waived in writing, signed by the trustee entitled to the notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Foundation's Board of Trustees shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 8: Means of Communication. The Board of Trustees may (a) permit a trustee to participate in a regular or special meeting by or (b) conduct a regular or special meeting through the use of any means of communication by which all trustees participating may simultaneously hear each other during the meeting. A trustee participating in a meeting by such means shall be considered present in person at the meeting.

Section 9: Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each trustee or all committee members, as the case may be, and such written consent is included in the minutes or filed with the foundation records reflecting the action taken. Action taken by written consent shall be effective when the last trustee or committee member signs the consent unless the consent specifies a prior or subsequent effective date. A consent signed as described

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in this Section 9 shall have the effect of a meeting vote and may be described as such in any meeting document.

**TITLE III**  
**Officers**

Section 1: In General. The officers of this Foundation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may otherwise elect. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Trustees at the annual meeting and shall serve for one (1) year and until the officer's successor is elected and qualified. All officers, except assistant officers, shall be members of the Board of Trustees. Any officer may be removed by the Board of Trustees at any time, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Trustees, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 2: President. The President shall preside at all meetings of the Board of Trustees of the Foundation and shall be responsible for implementation of policies established by the Board of Trustees. The President shall perform the duties incident to the office of chief executive officer of the Foundation and such other duties as the Board of Trustees may prescribe.

Section 3: Vice President. The Vice President shall act in place of the President and be empowered to perform all acts that the President is authorized to perform in the event of the President's absence or inability to serve. The Vice President shall perform the duties usual to such position and such other duties as the Board of Trustees or President may prescribe.

Section 4: Secretary. The Secretary be the custodian of all papers, books, and records of the Foundation, other than books of account and financial records. The Secretary shall prepare, enter in the minute book, and distribute the minutes of all meetings of the Board of Trustees. The Secretary shall authenticate records of the Foundation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Trustees or President may prescribe.

Section 5: Treasurer. The Treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Foundation. All notes, securities, and other assets coming into the possession of the Foundation shall be received, accounted for, and placed in safe keeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Trustees or the President, a statement of the financial condition of the Foundation and shall perform the duties usual to such position and such other duties as the Board of Trustees or President may prescribe.

Section 6: Executive Director. The Board of Trustees may appoint an Executive Director who shall perform the duties of the chief administrative officer of the Foundation and shall be responsible for the day-to-day management of the Foundations affairs. The Executive Director shall also perform such other duties as the Board of Trustees or President may prescribe.

Section 7: Other Offices. Each other officer of the Foundation shall perform such duties as the Board of Trustees or President may prescribe.

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**TITLE IV**  
Committees

Section 1: Executive Committee. The Board of Trustees may, by resolution, designate four (4) or more directors of the Foundation to constitute an Executive Committee, which, at a minimum, shall include the President, Vice President, Secretary, and Treasurer, and which, to the extent provided in such resolution and consistent with law, shall have and exercise all of the authority of the Board of Trustees in the management of the Foundation's affairs during intervals between the meetings of the Board of Trustees. The Executive Committee shall be subject to the authority and supervision of the Board of Trustees.

Section 2: Nominating and Bylaws Committee. The Board of Trustees may establish a Nominating and Bylaws Committee, which shall evaluate the leadership strengths and forecast the leadership needs for the Foundation and shall develop rosters of candidates for trustee and officer positions. The Nominating and Bylaws Committee shall establish procedures, subject to the approval of the Board of Trustees, for the identification and evaluation of nominees for trustee and officer positions and shall present a slate of nominees in accordance with such procedures at the times required by such procedures. The Nominating and Bylaws Committee shall also periodically review the Bylaws and propose to the Board of Trustees any modifications to the Bylaws that the Committee deems appropriate or necessary.

Section 3: Other Committees. The Board of Trustees may establish other committees, in addition to the Executive Committee and the Nominating and Bylaws Committee, to accomplish the goals and perform the programs of the Foundation. Such committees shall have such responsibilities and powers as the Board of Trustees shall specify. Members of such other committees may, but need not, be members of the Board of Trustees. A committee member appointed by the Board of Trustees may be removed by the Board of Trustees, with or without cause.

Section 4: General. A majority of the members of any committee shall constitute a quorum and all actions of a committee shall require a majority vote of the committee members present at a meeting at which a quorum is present.

**TITLE V**  
Indemnification

Section 1: Indemnification by the Association. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, trustee, officer, or employee of the Association or Foundation ("indemnified person") shall be indemnified by the Association against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereof, or (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Title V to have acted in good faith, in what he or she reasonably believed to be the best interests of the Association or Foundation (or, in any case not involving the person's official capacity with the Association or Foundation, in what he or she reasonably believed to be not opposed to the best interests of the Association or Foundation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction, shall not create a presumption that a person did not meet the standards of conduct set forth in this Title V.

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Section 2: Definitions.

- (a) As used in this Title V, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof whether brought by or in the right of this Association or Foundation, any other entity or otherwise, civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:
  - (i) By reason of his or her being or having been an indemnified person of the Association or Foundation or of any organization where he or she served as such at the request of the Association or Foundation; or
  - (ii) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Association or Foundation; or
  - (iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.
- (b) As used in this Title V, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.
- (c) As used in this Title V, the term "wholly successful" shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3: Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Association or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the referee), shall deliver to the Association a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Title V and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Association or Foundation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee's findings which are within the possession or control of the Association or Foundation.

Section 4: Relationship to Other Rights. The right of indemnification provided in this Title V shall be in addition to any rights to which any person may otherwise be entitled.

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Section 5: Extent of Indemnification. Irrespective of the provisions of Title V, the Board of Directors may, at any time and from time to time, approve indemnification of indemnified persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6: Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Association (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7: Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Association's and Foundation's liabilities and obligations under this Title V and insurance protecting the Association's and Foundation's indemnified persons.

Section 8: For purposes of this Title V, indemnified persons of the Foundation and Association are equally entitled to indemnification in accordance with its terms.

## TITLE VI

### Gifts to the Foundation

Any donor of a gift to the Foundation may give directions with respect to such gift at the time the gift is made subject to the limitations and restrictions in the Constitution and this Title VI of these Bylaws. These directions may specify (a) the manner of distribution including amounts, times, and conditions of payments and whether from principal and/or income; (b) a name as a memorial or otherwise for a gift, or addition to a fund previously held, or that the donor of a gift shall remain anonymous. If the donor does not expressly direct in the instrument making the gift the use of the income or principal of any gift, grant, or devise, the Foundation shall have absolute discretion as to the use of the gift, provided that such use conforms to the restrictions and exempt purposes of the Association as expressed in its Constitution. Notwithstanding any provision in these Bylaws or in any instrument of transfer creating or adding to a fund of this Foundation, and in accordance with the Constitution, the Board of Trustees shall have the power to modify any restriction or condition on the distribution of funds for any specified purposes or to specify organizations if in the sole judgment of the Board of Trustees (without the necessity of the approval of any participating trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the needs of the community served. The Board of Trustees shall exercise this power at a meeting by the affirmative vote of a majority of the members of the Board of Trustees.

## TITLE VII

### Contracts, Checks, Loans, Deposits and Gifts

Section 1: Contracts. The Board of Trustees may authorize one (1) or more officers or agents of the Foundation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Trustees, no officer, agent, or employee shall have any power to bind the Foundation or to render it liable for any purpose or amount.

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Section 2: Checks. All checks, drafts, or other orders for payment of money by the Foundation shall be signed by such person or persons as the Board of Trustees may from time to time designated by resolution.

Section 3: Loans. Unless authorized by the Board of Trustees, no loan shall be made by or contracted for or on behalf of the Foundation and no evidence of indebtedness shall be issued in its name.

Section 4: Deposits. All funds of the Foundation shall be deposited to its credit in such banks, trust companies, or other depositories as the Board of Trustees may specify.

Section 5: Gifts. The Board of Trustees may accept on behalf of the Foundation any gift, bequest, devise, or other contribution for the purposes of the Foundation on such terms and conditions as the Board of Trustees shall determine.

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