**Final Approved (+1) Dec. 12, 2012**

**By-Laws of the**

**Association of American Feed Control Officials, Inc.**

**ARTICLE I**

**Name and Purpose**

**Section 1. Name and Office**. The Association of American Feed Control Officials, Incorporated (hereinafter referred to as the “Association”), is incorporated under the non‑profit corporation law of the State of West Virginia. The Association shall maintain its registered office and resident agent in the State of West Virginia. The Association shall maintain its primary office and (if desired) satellite offices at locations approved by the Board of Directors.

**Section 2. Purpose.** The purpose of the corporation shall be to establish and maintain an Association through which officials of any State, Province, Dominion, District, Territory, Republic, Commonwealth, Federal or other governmental agency, and employees thereof charged with a responsibility in enforcing the laws regulating the production, labeling, distribution, or sale of animal feeds or livestock remedies may unite to explore the problems encountered in administering such laws, to develop just and equitable standards, definitions and policies to be followed in enforcing such laws, to promote uniformity in such laws, regulations and enforcement policies, and to consult as appropriate with stakeholder organizations in order to promote the safe and effective use of such products.

**ARTICLE II**

**Members**

**Section 1. Active Members**. The following categories of persons shall be eligible for active membership in the Association:

(1) The officers charged by law with execution of the State, Province, Dominion, District, Territory, Republic, Commonwealth, and Federal laws regulating the production, labeling, distribution, and sale of animal feeds and livestock remedies.

(2) The heads or chiefs of experiment stations, departments of agriculture, bureaus, divisions, sections, and laboratories and employees thereof charged by law with the examination of animal feeds and livestock remedies.

(3) Research workers employed by State, Province, Dominion, District, Territory, Republic, Commonwealth, or Federal Agencies who are engaged in the investigation of animal feeds, livestock remedies, or their component parts.

**Section 2. Voting**. Each State, Province, Dominion, District, Territory, Republic, Commonwealth, and Federal Agency engaged in regulating animal feed or livestock remedies, and paying annual dues as prescribed in Article VI of these By-Laws, shall designate one member as the voting representative of that State or Agency. That representative, or designated proxy, shall be entitled to vote for the election of officers and directors and such other matters relating to the management of the Association as are submitted to the membership for vote.

**Section 3. Life Membership.** The Board of Directors shall have authority to bestow life membership upon any individual who has made an outstanding contribution to the work of the Association. Such person shall thereafter be entitled to exercise all the rights of membership with the exception of voting as identified in Section 2 of this Article, but shall be exempt from the payment of annual membership dues.

**Section 4. Dues.** Each State, Province, Dominion, District, Territory, Republic, Commonwealth or Federal Agency shall pay an annual membership fee. The amount of the fee shall be determined by the Board of Directors in accordance with the financial needs of the Association.

**ARTICLE III**

**Meeting of Members**

**Section 1. Annual Meeting.** An annual meeting of the Association shall be held at least once each year at such time as shall be determined by the Board of Directors; provided, however, that in cases of emergency the Board of Directors may direct that the annual meeting not be held and that the business which otherwise would be conducted at the annual meeting be conducted as provided in Section 7 of this Article. Insofar as possible, the annual meeting will be conducted according to Robert’s Rules of Order.

**Section 2. Other Membership Meetings.** Other meetings of the membership may be called by or at the request of the President, any three (3) members of the Board of Directors, or any five (5) voting members.

**Section 3. Place of Meeting.** The Board of Directors may designate any place either within or without the incorporated jurisdiction as the place for its annual meeting or any other membership meeting called by the Board of Directors.

**Section 4. Notice of Meetings.** A notice stating the place, day, and hour of any meeting of the members shall be sent, to each member at their address as it appears on the records of the association not less than ten (10) days before the date of such meetings, by or at the direction of the President, or the Secretary-Treasurer, or the officers or persons calling the meeting. In case of other membership meetings, or when required by statute, or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

**Section 5. Quorum.** Those members present or represented by proxy shall constitute a quorum at any meeting of the Association that is duly called pursuant to the provisions of these By-Laws.

**Section 6. Proxies.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member, or by that member’s duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months after the date of its execution unless otherwise provided in the proxy.

**Section 7. Voting.** At the direction of the Board of Directors, voting on any matter, including the election of directors or officers, will be conducted as determined by the Board of Directors.

**ARTICLE IV**

**Officers**

**Section 1. Officers.** The following officers shall be elected by the membership at each annual meeting by a majority vote of those present and voting, and shall serve for the year beginning January 1 of the next calendar year, and ending December 31:

 President, who shall become immediate Past President of the Association on January 1 of the next calendar year following elections.

 President-Elect, who shall become President of the Association on January 1 of the next calendar year following elections.

 Secretary-Treasurer.

 **Section 2. Vacancies.** If any office other than that of President or President-Elect shall become vacant, a person shall be appointed by the Board of Directors for the remainder of the term. In the event that the office of the President-Elect becomes vacant, the Board of Directors shall fill the office of President-Elect for the remainder of the term. If the office of President shall become vacant, the President-Elect shall thereupon become President of the Association for the unexpired term provided that such service shall not affect such person becoming President of the Association on January 1 of the next calendar year following elections. In the event that the office of President becomes vacant at a time when the office of President-Elect is also vacant, the Board of Directors shall fill the office of President for the remainder of the term.

**Section 3. President.** The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary-Treasurer or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Association; and in general the principal executive officer shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 4. President-Elect.** In the absence of the President or in event of the President’s inability or refusal to act, the President –Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned by the President or the President or by the Board of Directors.

**Section 5. Secretary-Treasurer.** The Secretary-Treasurer shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose: see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these By-Laws; and keep a register of the members of the Association and of their addresses.

If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of the duties of this position in such sum and with such surety or sureties as the Board of Directors shall determine. The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association: receive and give receipts for moneys, due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositaries as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**ARTICLE V**

**Board of Directors**

**Section 1. Constitution of the Board.** The Board of Directors shall consist of nine (9) positions including the President, President-Elect, Secretary-Treasurer, Immediate Past-President representing the Executive and five (5) other elected Directors. Each of the elected Directors shall be a member designated under Article II, Section 1 and elected at the annual meeting. The five (5) elected Directors shall be nominated to one of two tiers. Tier 1 shall include two (2) Senior Director positions and Tier 2 shall include three (3) Junior Director positions. Tier 1 Senior Directors may serve successive one year terms and progress into the Executive positions. Tier 2 elected Junior Directors may serve a maximum of two (2) successive one year terms and do not progress into the Executive positions unless voted into a Tier 1 Senior Director position. The President shall serve as Chairman of the Board. No two (2) members of the Board of Directors shall represent the same State, Province, Dominion, District, Territory, Republic, Commonwealth or Federal Agency, except that a Board member may be elected from the same State, Province, Dominion, District, Territory, Republic, Commonwealth or Federal Agency as the Secretary-Treasurer.

**Section 2. Association Management.** The Board of Directors may delegate the management of the day-to-day operations of the Association to a management company, Assistant Secretary-Treasurer or other person, provided that the company or person carries out the management duties as described in the job description and all Association business and powers shall be exercised under the ultimate direction of the Board of Directors. The Board of Directors may designate other duties as necessary.

**Section 3. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law at the time of, or immediately following the annual meeting of the members. The Board of Directors may provide by resolution the time and place of holding of additional regular meetings of the Board without other notice than such resolution. Minutes of the proceedings of the Board of Directors shall be maintained and reported to the Association.

**Section 4. Special Meetings.** A special meeting of the Board of Directors may be called by or at the request of the President or any two (2) Directors. Notice of any special meeting of the Board of Directors shall be sent to each Director at the address as show by the records of the Association at least two (2) days before the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waive of notice of such meeting, unless specifically required by law or by these By-Laws

**Section 5. Quorum.** Three (3) members shall constitute a quorum of any duly called regular or special meeting of the Board of Directors.

**Section 6. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the By-Laws.

**Section 7. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected to fill the unexpired term of the predecessor in office.

**ARTICLE VI**

**Committees and Investigators**

**Section 1. Nominating Committee.** The Board of Directors shall establish the membership of a Nominating Committee and the conditions and timeframes under which the Nominating Committee shall operate to nominate a slate of candidates for officers and directors for the ensuing year for consideration by the voting members at the annual meeting. After the nominations have been slated and announced, any Association member may make additional nominations by submitting them in writing to the Secretary-Treasurer or make a nomination from the floor prior to the vote at the annual meeting.

**Section 2. Other Committees and Investigators.** The Board of Directors shall establish such other committees, investigators or task force groups as are necessary for the management of Association affairs, and for the study and development of standards, uniform model legislation, regulatory principles, definitions or other disciplines concerning animal feeds and livestock remedies. The Board shall provide for terms of appointment, continuance and dissolution to its established bodies. The President shall, with the advice of the Board of Directors, appoint investigators, chairpersons, members and advisors to the established bodies.

**ARTICLE VII**

**Legislative Standards and Definitions**

Any proposed new legislation, regulatory principles, definition, or amendment to existing legislation, regulatory principle, or definition, must be referred to the Board of Directors before being presented to the membership for action. The Board of Directors shall review all such proposals and present them together with its recommendations to the members of the Association for action. Any new definition or change, except an editorial change, in a definition becomes tentative when first adopted and remains tentative until it is thereafter adopted or rejected. A recommendation shall be made on all matters in tentative status at each annual meeting.

**ARTICLE VIII**

**Contracts, Checks, Deposits, and Funds**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by any member of the Board of Directors and countersigned by the President or the President-Elect of the Association.

**Section 3. Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositaries as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

**ARTICLE IX**

**Books and Records**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the registered office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or that member’s agent for any proper purpose at any reasonable time.

**ARTICLE X**

**Fiscal Year and Annual Report**

**Section 1. Fiscal Year.** The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.

**Section 2. Annual Report.** The Board of Directors shall designate an office to prepare such annual reports as are required or furnished by the authority of incorporation and shall also pay any reporting fee.

**ARTICLE XI**

**Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Articles of Incorporation, or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII**

**Dissolution**

Dissolution, voluntary or involuntary, shall be governed by the laws and provisions under which the Association is incorporated. After satisfying all liabilities and obligations, funds and property not subject to limitations imposed by law or contract shall be distributed by the Board of Directors to organizations which are of a nature similar to this one and which are exempt from taxation under Federal Revenue codes such as section 501 of the U.S. Internal Revenue code of 1954 or succeeding acts.

**ARTICLE XIII**

**Amendments to By-Laws**

The By-Laws may be amended at any regular or special meeting or by the members of the Association by a two-thirds vote of the members present or voting by proxy. The notice of the meeting shall include a copy of the proposed amendments. The Board of Directors may submit its recommendations on any such proposed amendments, but such action is not required.

Certification

These By-Laws were approved at a meeting of the Association by a two-thirds majority vote on \_\_\_\_\_\_\_\_.

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Secretary-Treasurer Date