

**CONSTITUTION
VIRGINIA CONFERENCE OF THE
CENTRAL ATLANTIC STATES ASSOCIATION OF FOOD
AND DRUG OFFICIALS**

ARTICLE I – NAME

The official title of this non-profit organization shall be the Virginia Conference of the Central Atlantic States Association of Food and Drug Officials (CASA) herein after referred to as the VA Conference.

ARTICLE II – OBJECTIVES AND PURPOSES

Objectives of the VA Conference shall be to:

1. Promote and foster uniformity of food, drug, cosmetic, device, product safety, environmental and public health, and related consumer protection laws.
2. Encourage and promote uniform and cooperative enforcement of food, drug, cosmetic, device, product safety, environmental and public health, and related consumer protection laws at all levels of government.
3. To develop training programs to assist members in their technical work and development and to promote uniformity of inspection and analytical techniques for enforcement officials at all levels of enforcement.
4. Foster and promote modernization of existing laws, regulations, administrative procedures, inspection and analytical techniques in consumer and public health protection.
5. Cooperate with the Association of Food and Drug Officials and other organizations having similar objectives.
6. Encourage and promote improved communications between and among consumer, enforcement, and related producer and industry groups.
7. To sponsor a scholarship fund for students pursuing undergraduate education.

This VA Conference 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 members of the Executive board nor officers nor members shall have the power or authority to do any act that will prevent the VA Conference 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 VA Conference shall possess, in addition to the general rights privileges, and powers conferred by law, the following rights, privileges, and powers:

1. To continue as a Conference within the Association under its name perpetually.
2. To purchase, receive, take by gift, devise or bequest, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.
3. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the VA Conference's property.
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.
5. To make contracts and guaranties, incur liabilities, borrow money, issue notes bonds and other obligations, and secure any of the VA Conference's obligations by mortgage or pledge of any of the VA Conference's property franchises, or income.
6. To lend money, invest and reinvest the VA Conference's funds, and receive and hold real and personal property as security for repayment, except as provided under applicable law.
7. To be a promoter, a partner, a member, an associate, or a manager of any partnership, joints venture, trust, or other entity.
8. To elect board members, elect and appoint officers, and appoint trustees, employees and agents of the VA Conference, define the duties and fix the compensation of director's officers, trustees, employees, and agents.
9. 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 VA Conference.
10. To have and exercise powers of a trustee as permitted by law.
11. 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 VA Conference; or
 - (b) is or was serving at the request of the VA Conference as a director, an officer, a trustee, an employee, or an agent of another entity;
 - (c) 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 VA Conference would have the power to indemnify the individual against the same liability under applicable law.

12. 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.
13. To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the VA Conference.

ARTICLE IV – OFFICERS AND EXECUTIVE BOARD

1. The affairs and business of the VA Conference shall be conducted by an executive board. The executive board shall be composed of the elected officers, the immediate Past President, at large board members and the representative to the Executive Board. Composition of the executive board shall be as prescribed in the Conference's by-laws.
2. The officers of the Conference shall be the President, Vice-President, Secretary, Treasurer, and Representative to the Executive Board. The positions of Secretary and Treasurer can be combined as a Secretary-Treasurer position via simple majority vote of the Executive Board.
3. The duties and terms of office for the members of the executive board and the officers of the VA Conference shall be as specified in the VA Conference by-laws.

ARTICLE V – MEMBERSHIP RIGHTS AND PRIVILEGES

1. The VA Conference shall have five classes of membership as prescribed in the by-laws.
2. Individual classes of membership shall be entitled to the rights and privileges as prescribed in the VA Conference's by-laws.
3. The dues of each class of membership and the dues period shall be as prescribed in the VA Conference's by-laws.

ARTICLE VI – MEETING OF MEMBERSHIP

The VA Conference shall hold an annual meeting and such other meetings as the executive board deems necessary. Meeting dates, location, frequency, notice of meeting, number of regular members present to constitute a quorum for the annual meetings, and plurality of those voting, shall be as prescribed in the VA Conference's by-laws.

ARTICLE VII – ELECTION PROCEDURES

Appointment, composition of the nominating & elections committee, the procedures for selecting officers and each board member-at-large, voting eligibility of membership classes, and eligibility to hold office shall be as prescribed in the VA Conference's by-laws.

ARTICLE VIII – FISCAL YEAR

The VA Conference's fiscal year shall be as prescribed in the VA Conference's by-laws.

ARTICLE IX – HEADQUARTERS

The headquarters of the Association shall be as prescribed in the VA Conference's by-laws.

ARTICLE X CERTAIN MATTERS REFERRED TO THE EXECUTIVE BOARD

All matters as prescribed or authorized by the "Central Atlantic States Association of Food & Drug Officials," referred to as the Association, and or its Executive Board, pertinent to the interest of the Virginia Conference, adopted by the Virginia Conference or referred to the Executive Board shall be acted on as prescribed in the Virginia Conference's by-laws, subject to the following provisions:

1. None of the VA Conference's net earnings shall inure to the benefit of any private individual except as described herein.
2. No board member, officer, or trustee of the VA Conference may receive any pecuniary benefit from the VA Conference 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 of this article.
3. The VA Conference shall make no advancement for services to be performed in the future nor shall it make any loan of money or property to any board member, officer, or trustee of the VA Conference.
4. No substantial part of the activities of the VA Conference shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation.

5. The VA Conference 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.
6. Subject to the provisions of this constitution and applicable law, the executive board shall have complete and plenary power to manage, control, and conduct all the affairs of the VA Conference.
7. The executive board 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 VA Conference administers each restricted trust or fund and the aggregate of unrestricted trusts or funds of this VA Conference in accordance with the provisions of applicable United States Treasury Regulations.
8. The executive board 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 VA Conference;
 - (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 executive board) return of net income (or appreciation when not inconsistent with this Conference's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Executive Board).
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 Conference'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 Conference.

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.
10. If it appears that there may be grounds for exercising the power described in paragraph (b) or (c) or Section 8 of this Article X with respect to any fund, the

executive board shall notify the participating trustee, custodian, or agent involved to provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the executive board under paragraphs (b) and (c) of Section 8 of this Article X, the executive board may seek advice of legal counsel as to whether a breach or failure has been committed under applicable laws. The executive board shall exercise such a power only upon the vote of a simple majority of the members of the executive board.

11. Upon the exercise of the power under paragraphs (b) and (c) of Section 8 of this Article X to replace any participating trustee, custodian, or agent the executive board 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.
12. No executive board member or trustee of the VA Conference shall be liable for any of its obligations.
13. All parties dealing with the VA Conference shall have the right to rely upon any action taken by the VA Conference pursuant to authorization by the executive board by resolution duly adopted in accordance with the VA Conference's constitution, by-laws, and applicable law.
14. The executive board may from time to time, in the by-laws of the VA Conference [Association] or by resolution, designate such committees, as the executive board may deem desirable for the furtherance of the purposes and objectives of the VA Conference.

ARTICLE XI – COMMITTEES APPOINTED BY THE PRESIDENT

The President shall annually appoint chairs for all standing committees as may be established by the executive board or by-laws to serve the VA Conference to the extent of their respective charges.

ARTICLE XII – BY-LAWS

The VA Conference members shall have the power to make prudent by-laws as they may deem proper for the management of the affairs of the VA Conference providing such by-laws are not in conflict with the constitution.

ARTICLE XIII – AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

The VA Conference shall have full power to implement by-laws for the governance of the VA Conference and the management of its affairs. The VA Conference shall have the power to change, alter, add to, or amend the constitution and by-laws of the VA Conference as are necessary and incidental to carry into effect powers

as are necessary for the governance of the VA Conference in accordance with the procedures to amend the Association's constitution or by-laws as prescribed in Article XIV and Article XV of the VA Conference's by-laws. All other provisions of the constitution and by-laws of the VA Conference to the contrary notwithstanding, amendment of this article 14 shall require the concurrence of three-fourths of the members of the VA Conference voting on the question except as to amendments previously approved by a majority of the members of the VA Conference, and provided that the executive board of the VA Conference is authorized to amend this article 14 in ways required to qualify the VA Conference as a Section 501 (c)(3) organization.

ARTICLE XIV – DISSOLUTION

In the event of dissolution, any remaining assets after payment and discharge of its obligations shall be returned to the Association.

ARTICLE XV – EFFECTIVE DATE

This Constitution shall take effect immediately as adopted by this Conference on January 1, 2009.

**BY-LAWS
VIRGINIA CONFERENCE OF THE
CENTRAL ATLANTIC STATES ASSOCIATION OF FOOD AND DRUG
OFFICIALS**

ARTICLE I – NAME

The name of this non-profit organization is the Virginia Conference of the Central Atlantic States Association of Food and Drug Officials (CASA), hereinafter referred to as the VA Conference.

ARTICLE II – OBJECTIVES AND PURPOSES

The objectives and purposes of the VA Conference shall be as stated in the constitution, which includes the following:

1. Promote and foster uniformity of food, drug, cosmetic, device, product safety, environmental and public health, and related consumer protection laws.
2. Encourage and promote uniform and cooperative enforcement of food, drug, cosmetic, device, product safety, environmental and public health, and related consumer protection laws at all levels of government.
3. To develop training programs to assist members in their technical work and development and to promote uniformity of inspection and analytical techniques for enforcement officials at all levels of enforcement.
4. Foster and promote modernization of existing laws, regulations, administrative procedures, inspection and analytical techniques in consumer and public health protection.
5. Cooperate with the Association of Food and Drug Officials and other organizations having similar objectives.
6. Encourage and promote improved communications between and among consumer, enforcement, and related producer and industry groups.
7. To sponsor a scholarship fund for students pursuing an undergraduate education.

ARTICLE III – MEMBERSHIP

1. **Conference Membership:** There shall be five classes of membership in the VA Conference, to be designated as: Regulatory, Associate, Academic, Retired and Life members. Members of the VA Conference shall advocate the promotion or enforcement of federal, provincial, state, or local food, drug, cosmetic, device,

environmental, public health and consumer protection laws, ordinances, or regulations in the state of Virginia.

2. **Membership Qualification:** Qualification for each class of membership shall be:
 - (a) Regulatory membership - shall be persons employed by federal, provincial, state, county, municipal departments or units.
 - (b) Associate membership - shall be persons employed by non-government organizations (NGO's).
 - (c) Academic membership - shall be individuals attending or employed by a college or university.
 - (d) Retired membership - shall be persons who, during the period of their employment, held active membership in this Conference in one of the above membership categories.
 - (e) Life membership - shall be persons who, on account of their substantial contributions to the objectives of this Conference, have been nominated by the executive board and elected by the Association to this class of membership. CASA Award recipients and past presidents shall automatically become life members; such provisions will become retroactive upon passage.
3. **Membership Participation:** Any member who falls into the above categories can hold office such as President, Vice-President, Secretary or Treasurer or be a committee chair of the VA Conference, but only regulatory members can be elected to the Association's executive board and serve on said board. The only exception is the appointment of an associate member to the executive board as specified outlined in Section 3, Article IV.

ARTICLE IV – MEMBERSHIP RIGHTS AND PRIVILEGES

Individual classes of membership shall be entitled to the following rights and privileges in the VA Conference:

1. **Regulatory Member:** Regulatory members shall be entitled to the full rights and privileges of the Conference, including the right to be elected to the Association's Executive Board, hold Conference office, be a chair or member of committees, and to vote on issues to come before the Conference.
2. **Associate Member:** Associate members shall be non-voting members who may hold VA Conference offices or committee chair positions, attend business meetings, serve on committees and upon appointment to the Association's Executive Board by the Association President be an ex-officio honorary member of the Executive Board and associate committee chair.

3. **Academic Members:** Academic members shall be non-voting members who may hold Conference officer positions or committee chair positions, attend business meetings, and serve on committees.
4. **Retired Members:** Retired members shall have all the rights and privileges of the membership classification held prior to retirement unless said retired member becomes re-employed in a different membership category. Rights and privileges consistent with re-employment classification would then apply.
5. **Life Members:** Life members shall be entitled to the full rights and privileges within the VA Conference, consistent with their respective category classification whether regulatory, associate, academic, or life member.

ARTICLE V – EXECUTIVE BOARD

The executive board shall direct and act for and on behalf of the Conference in any administrative, financial, legislative, educational, or other capacity as the Conference may direct, or act on its own initiative between meetings and report such action at the next meeting. The executive board shall be composed of the officers, the immediate Past President, the Representative to the Association’s Executive Board and up to four additional board members.

1. **Officers:** The Conference may have three (3) or four (4) officers, depending on the election of the positions of President, Vice President, Secretary and Treasurer, or Secretary/Treasurer.
2. **Service Rotation:** A rotational system shall be utilized to fill positions on the executive board. The Board positions involved in the system for the order of rotation shall be: 1) Past President, 2) President, 3) Vice-President.
3. **Eligibility:** To be eligible for election to this executive board, the member shall be an active member of the VA Conference for two (2) or more consecutive years prior to the year elected, or be a Life Member.

4. **Terms of Office:**

(a) **Officers**

The Past President, President and Vice-President of the VA Conference, shall be for a term of one (1) year.

(b) **VA Conference Representative to the Association’s Executive Board**

The VA Conference representative to the Association’s Executive Board shall be elected annually by the VA Conference for a service term of one year, eligible for re-election for four consecutive one-year terms. Once the representative reaches an officer position on the Board the individual will rotate through the officer positions without re-election. The VA

Conference Representative to the Association's Executive Board shall be elected by the membership attending a meeting of the Conference designated with due notice that such election would occur or by other means as determined by the VA Conference's by-laws. A VA Conference representative elected for the fifth year term shall assume position as Junior Vice-President of the Association's Executive Board. VA Conference representatives to the Association's Executive Board shall be elected from the regulatory or life-regulatory membership categories.

(c) **Additional Board Members**

Election of additional board members for the VA Conference shall be for a service term of one (1) year and may be re-elected with no limit in term.

(d) **Secretary and Treasurer**

The Secretary and Treasurer or Secretary/Treasurer shall be elected for a term of two (2) years and may be re-elected with no limit to the number of terms. The Secretary and Treasurer or Secretary/Treasurer shall be elected by and from the members in the eligible member and life member classes.

(e) **Assumption of Duties**

The newly elected officers and board members shall be installed at the annual meeting and shall assume their duties at the close of the annual meeting.

(f) **Removal of Executive Board Members**

- 1) Causes for removal shall be defined as malfeasance, misfeasance, or nonfeasance of duties assigned in the Constitution and By-laws; being convicted of a felony; or acting in a manner that is detrimental to the Association or the VA Conference or any member of the Association or the VA Conference.
- 2) To begin the process for removal any member of the Conference must notify any officer of the Conference in writing of the reasons for his or her removal.
- 3) Such removal shall be after the accused board member has been provided the opportunity to be heard by the executive board and present facts and information regarding the circumstances of the situation.
- 4) Removal will be by a majority vote of all board members excluding the accused member.

5. Duties of Officers and Other Elected Positions

(a) **President**

The President shall serve as chief administrative officer for the VA Conference and shall also possess broad discretionary and delegatory powers to act as deemed necessary and proper to carry out the ordinary business of the VA Conference, within the scope of presidential capacity and responsibility. The President must obtain specific authorization of the executive board when decisions or actions concerning the VA Conference governance, financial commitments, and any other contractual agreements. The President shall preside at all meetings and shall appoint such committees as may be authorized or required or whose appointment or election is not otherwise provided. The President shall be responsible to have an annual report on the affairs of the executive board and the fiscal and financial status of the Conference. This report may be presented at the annual conference of the membership or other means as approved by the executive board. The president shall direct disbursement of funds as authorized by the executive board and may be an authorized signatory for the Conference. The President upon completion of their term of office shall remain on the executive board as Past President.

(b) **Vice President**

The Vice-President shall act in the capacity of the President at the President's bidding, preside at meetings in the absence or at the direction of the President, be responsible for fulfilling duties delegated to him/her by the President and will carry out other duties assigned to the President when the latter is unable to act. The vice president shall act as the committee whip of the VA Conference and be responsible to oversee the activities of the Conference committees. The Vice-President shall assume the office of President and automatically fill the unexpired office of President, if the latter office shall become vacant, or when the term of the office of President is complete. The Vice President upon completion of their term of office, whether filling a presidential term vacancy or not, shall assume the position of President.

(c) **Secretary**

The Secretary shall keep a list of all members of the VA Conference. Conduct such part of the correspondence of the VA Conference as usually conducted by the secretary of similar organizations. Record the minutes of each meeting of the VA Conference, and securely maintain a file of the proceedings of the VA Conference and of the executive board and conduct correspondence pertaining to the affairs of the VA Conference. Perform duties incident to the office, maintain all records of the VA Conference as designated by the executive board and such other duties as the executive board may authorize.

(d) **Treasurer**

Collect all monies due the VA Conference, giving receipt therefore; and report the amount of each payment with the name and address of the person making such payment. Be custodian of the funds of the VA Conference and make all disbursements taking receipt therefore. Make a report of the financial condition of the VA Conference at the annual meeting. Furnish to the VA Conference at each meeting and at such times as called on by the executive board, a financial statement of all receipts and disbursements since the last meeting; and this statement, together with all books, vouchers, and all necessary documents shall be available for audit. Provide detailed financial records of the VA Conference to the auditing committee by March 31 of each year for the performance of an annual audit by the auditing committee. The treasurer shall be an authorized signatory for the VA Conference. Perform duties incident to the office and such other duties as the executive board may authorize.

(e) **VA Conference Representative to the Association's Executive Board.**

The VA Conference representative to the Association's Executive board shall receive instructions from the VA Conference executive board for carrying its concerns, interests, issues, and when appropriate its vote on management matters to the Association and represent the VA Conference at all official meetings of the Association's Executive Board. The VA Conference representative shall report to the VA Conference, board meetings and membership meetings updates, reports, issues, concerns, and directives of the Association as they relate to VA Conference activities and functions. The VA Conference representative shall officially present to the Association's Executive Board resolutions passed by the VA Conference. Perform other related duties as required by the Association President or Association's Executive Board. Incoming Representatives to the Association's Executive Board shall serve in the ex officio capacity of the scholarship committee.

6. Functions of the Executive Board: The executive board of the VA Conference shall have but not limited to the following functions and duties for administration of the organization:

- (a) Act as trustee for all property of the VA Conference.
- (b) Recommend names for life membership.
- (c) Fix the time and place for the meetings.
- (d) Authorize the President to make pro tem appointments with the approval of the majority of the executive board to fill any vacancy that may occur among the officers and others of the executive board between meetings of the VA Conference, whether the vacancy is caused by resignation, death, inability, or other cause of inactivity.

- (e) Authorize the President to approve disbursements of VA Conference funds, employ personnel, as the situation demands, and fix their compensation and duties, except that the President may expend the sum, to not exceed \$100.00, without the authorization of the executive board.
- (f) Fix the amount of the registration fee for the conferences.
- (g) Review all committee reports before the submission to the Association. This shall not apply to the awards committee report.
- (h) Authorize annual travel budgetary expenses for the President to use for participating in VA Conference activities.
- (i) Authorize the employment of individuals, full or part-time, and require that they be bonded as deemed necessary to carry out the business the VA Conference.
- (j) Provide for the implementation or assignment immediately after adoption or the time frame as may be specified in the proposal of all motions, resolutions and issues directed for further action by the executive board that are adopted at any meeting of the VA Conference and involving matters of policy, administration, or business.
- (k) Establish policy and procedures required for the administration or operation of the organization. When established, policy and procedures, related to this section shall be published for VA Conference member distribution.
- (l) Establish policy and procedures related to financial reimbursement for member expenditures made on behalf of the VA Conference when such expenditures are approved or authorized by the executive board or prescribed by established policy. Expenditure reimbursement shall include:
 - i) Purchase of goods or services associated with the operation of the VA Conference.
 - ii) Authorize travel, meals, and lodging expenses not to exceed government reimbursement rates associated with attending meetings and required functions when such costs or expenditures are not provided by employers or other organizations for such individuals requesting authorized reimbursement.
- (m) The executive board shall have full power of the VA Conference in all matters.

7. Meetings of the Executive Board

The executive board shall meet at such times as the President or a majority of the members of the executive board shall deem desirable.

8. Quorum for the Executive Board meetings

Fifty percent (50%) of the voting members of the executive board shall constitute a quorum.

9. Fillings Vacancies within the Executive Board

The unexpired terms of all vacancies of the executive board, except for the President and Vice President, shall be filled by a vote of the majority of the executive board, present and voting. However, executive board members elected by the executive board to fill unexpired terms shall serve only one year or until the next Conference election for the vacant position would normally occur, whichever first occurs. If the office of the President becomes vacant, the Vice President shall fill the President's unexpired term. The office of Vice President, if vacant, shall be filled by simple majority of those voting members represented at the next membership meeting.

10. Delegation

The Conference is authorized under the auspices of the Association and its Executive Board to function in accordance with the objectives and purposes of the Association and policies established by the Association Executive Board. VA Conference funds via membership dues distribution and any other assets shall be held in trust for the Association subject to financial accounting, reporting and handling practice established by law, the Association Treasurer and the Association Executive Board. The VA Conference shall not engage in a contract, agreement or other condition that would result in the occurrence of financial or legal liability not authorized by the Association's Executive Board.

11. Dissolution of a Local Conference

Dissolution of the VA Conference may occur under the authority of the Association in accordance with requirements and prescription of the Association's Constitution and By-Laws.

ARTICLE VI – MEETINGS OF MEMBERSHIP

- 1. Meetings:** Meetings of the VA Conference shall be held at such times and places as designated by the executive board. The majority of the eligible voters registered at the meetings shall constitute a quorum for the transaction of business. The meetings shall provide for sessions open to all membership classes and those invited by the VA Conference.

2. **Special Meetings:** Special meetings of the membership of the VA Conference may be called by the executive board as needed. The executive board may exclude the general membership from executive board business meetings when judged appropriate by a majority of the executive board.
3. **Quorum:** In all business meetings or business sessions of the VA Conference a quorum shall consist of a majority of the registered eligible voters.
4. **Voting:** On any vote or ballot, a plurality of those voting shall be necessary to carry that vote. Vote shall be by voice, simple show of hands, or by ballot.
5. **Notice:** Due notice of meeting places and dates for meetings of the membership of the VA Conference, set by the executive board shall be given due notice by the Secretary or by individuals assigned this function and shall provide at least thirty (30) days notice of any meeting, unless emergency conditions necessitate less timely notice when this is authorized and determined as needed by the executive board
6. **Rules of Order:** Business meetings of the VA Conference shall be conducted in accordance with Robert's Rules of Order, except as where otherwise specified.
7. **Conference Training and Educational Meetings:** The VA Conference shall have periodic educational and training meetings to meet the objectives of the VA Conference.

ARTICLE VII – ELECTION PROCEDURES

1. The Nominating-Elections Committee shall submit to the President, the names of candidates (maximum of three per position), when qualifying candidates are available and willing to serve, as nominees to fill the expiring term of each office requiring election.
2. The Nominating-Elections Committee chair shall conduct the elections at the determined meeting of the membership for election of officers and/or executive board members. The President or individual appointed by the President shall act in this capacity when the Nominating-Elections committee representative is unable to fulfill this function. When multiple candidates for a position are presented for vote, a brief biographical sketch shall be presented for each nominee. Election shall be by a simple majority of those voting members casting votes.
3. Any member of the VA Conference shall be eligible for nomination to office.
4. The voting procedures for amendments to the constitution or by-laws of the VA Conference shall be conducted as outlined in Article XIII and XIV and shall be handled by the nominating and elections committee.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the VA Conference shall be the calendar year commencing January 1.

ARTICLE IX – HEADQUARTERS

The headquarters of the VA Conference shall be located at a place or an address designated by the executive board. Headquarters of the Association is P. O. Box 488, Abington, PA 19001-0488.

ARTICLE X – DUES

1. Membership dues for all classes of membership shall be established by the Association's Executive Board and shall be collected by the Association or the VA Conference to include membership in the Association and the VA Conference.
2. Membership dues shall cover a calendar year commencing on January 1 are payable on January 1 for each year.
3. Dues may be different for the different classes of membership.
4. Members whose dues are not paid on or before December 31 of each year shall be deemed in arrears and dropped from active membership.

ARTICLE XI – COMMITTEES APPOINTED BY THE PRESIDENT

The President shall annually appoint chairs for all standing committees as may be established by the executive board and when required establish other such committees as deemed necessary and desirable for the VA Conference. Committee appointments shall be consistent with the following:

1. Members of each committee shall come from the membership in accordance with Article I of these by-laws. Each committee shall be so constituted as to provide representation from local, state, and federal levels.
2. The President shall appoint members to committees when required in accordance with Section 1 of this Article and as further provided by the executive board to the following standing committees and shall designate a chairperson for each: Advisory, Associate, Auditing, Communications, Constitution & By-laws, Drugs, Education, Food, Laboratory, Local Arrangements, Membership, Nominating & Elections, Resolutions, Scholarship and Water.
3. Special committees and continuing committees may be authorized by the VA Conference or by the executive board for special work assignments. The need for continuation of such committees shall be subject to the annual review of the executive board or the VA Conference. All appointments to committees shall be made by the President or as prescribed by the executive board.

4. The nominating committee has the responsibility to ascertain that all nominees are eligible for election and that said nominees are willing to serve if elected.
5. An awards committee may be established to recommend to the executive board special awards for presentation to individuals who have served the VA Conference in an outstanding fashion in specific areas or on a special project.

ARTICLE XII – VOTING

1. Each member of the VA Conference in the regulatory member or life-regulatory member classes as defined in the by-laws shall be entitled to one vote on any issue.

ARTICLE XIII – AMENDMENTS OF THE BY-LAWS

1. Any member may propose amendments to these by-laws by submitting such amendments in writing to the Secretary or the chairperson of the constitution and by-laws committee. Upon receipt of constitution and by-law amendments the Secretary or constitution and by-laws committee chair shall transmit the proposed amendments to the executive board. The constitution and by-laws committee shall consider the proposed amendments and submit its recommendations to the Secretary by a time frame approved by the executive board. All proposed amendments must be reviewed and approved by the Association (CASA) prior to being voted on by the membership of the VA Conference Membership shall be notified of proposed amendments for review and vote as provided in Section 2a of this article.
2. The by-laws may be amended by a simple majority of the vote of eligible voters present at such next announced meeting, provided:
 - (a) That notice of the proposed amendment(s) together with the report and recommendations of the constitution and by-laws committee and the executive board is given to the membership at least thirty (30) days in advance of the next announced meeting where it is to be considered.
 - (b) That any comments received in writing from members unable to be present be read by the Secretary at such meeting prior to the vote.

ARTICLE XIV – AMENDING THE CONSTITUTION

1. Any member may propose amendments to the constitution by submitting such amendments in writing to the Secretary. Upon receipt of constitution and by-law amendments the Secretary or constitution and by-laws committee chair shall transmit the proposed amendments to the executive board. The constitution and by-laws committee shall consider the proposed amendments and submit its recommendations to the Secretary by a time frame approved by the executive board. All proposed amendments must be reviewed and approved by the Association (CASA) prior to

being voted on by the membership of the VA Conference. Membership shall be notified of proposed amendments for review and vote as provided in Section 2a of this article.

2. The constitution or by-laws may be amended by a simple majority of the vote of the eligible voters present at such next meeting, provided:
 - (a) That notice of the proposed amendment(s) together with the report and recommendations of the constitution and by-laws committee and the executive board is given to the membership at least thirty (30) days in advance of the next announced meeting where it is to be considered.
 - (b) That any comments received in writing from members unable to be present be read by the Secretary at such meeting prior to the vote.

ARTICLE XV – AUDIT

The executive board shall have an annual audit conducted of the financial records of the Conference and require the finding to be reported to the president, the executive board and to the Association's Executive Board prior to the annual meeting of the Association.

ARTICLE XVI – PUBLICATIONS

All publications of the VA Conference shall be issued under the direction of the executive board and shall become the property of the VA Conference. The VA Conference is permitted to publish newsletters subject to policy established by the Association's Executive Board.

ARTICLE XVII – EFFECTIVE DATE

These by-laws shall take effect immediately, as adopted by the VA Conference on January 1, 2009.