

QUALITY ASSURANCE ASSOCIATION BYLAWS

The Quality Assurance Association is a professional and educational organization dedicated to a commitment to quality in private label brand products and to further the development of its members. The Quality Assurance Association is a non-profit organization under the laws of the State of Texas.

Article I – Name, Headquarters, and Territory

Section 1.01 **Name**

The name of this organization shall be the Quality Assurance Association.

Section 1.02 **Headquarters and Territory**

The headquarters of the Quality Assurance Association shall be specified by the Association Board. The territory of the Association shall be located in the Continental United States.

Article II – Objectives and Purpose

Section 2.01 **Objectives**

The Association shall subscribe to the following objectives and purposes:

- A. To promote interest in the field of quality assurance in all aspects of private label brand products in order to improve their quality level and product safety.
- B. To encourage and provide means of discussing and disseminating technology and other information relating to the quality and efficacy of products through sensory evaluation, technical testing, and manufacturing process control.
- C. To advance the profession of quality assurance by promoting the maintenance of high professional standards among its members.
- D. To provide cooperative relations with government, manufacturers, testing facilities, and educational institutions that are instrumental in providing science, technology, and related instruction.
- E. To promote constructive and helpful relations between the private label industry (i.e. manufacturers, government, associations, wholesalers, retailers, brokers, etc.).

Article III – Membership

Section 3.01 **Classes of Members**

Members – individuals currently employed in private label brand quality and related activities such as those listed below, and whose dues are fully paid for the current year.

- A. Wholesalers
- B. Retailers
- C. Food Service
- D. Brokers
- E. Cooperatives

- F. Government
- G. Manufacturers – Technical
- H. Students
- I. Testing Laboratories
- J. Consultants

Section 3.02 **Privileges**

All members shall be privileged to participate in the affairs and activities of the Association, and shall be privileged and qualified to vote, hold office, and serve on Committees.

Section 3.03 **Dues**

At the time the Association Board approves a budget for the Association, it shall also establish the dues structure for the ensuing year.

Changes in annual dues for the members and changes in fees shall be recommended by the Association Board and approved by the majority of the Association voting by secret ballot.

Member dues are payable on an annual basis on or before January 15th of each year

Section 3.04 **Contributions**

Contributions from members or any other source shall be accepted, with Association Officers' approval, to help defray Association expenses. Such additional funds as may be deemed necessary may be requested from members.

Sponsorship is acceptable upon approval by the Association Board.

Section 3.05 **Voting**

Each member shall be entitled to a single vote on each matter submitted to a vote of the membership. All matters discussed and voted on at General Meetings shall be passed by a majority of the voting membership. Ballots shall be sent by mail or fax, and the subject shall pass by a majority of those members voting, by the deadline date. For voting requirements on Bylaws amendments, refer to Article VII.

Section 3.06 **Resignation**

Any member may resign by filing written resignation to the Association Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 3.07 **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, Association Board, and official committees, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Association may be inspected by any member, for a specified purpose at any reasonable time. The membership roster shall be kept confidential, and only released upon the approval of the Association Board.

Section 3.08 **Fiscal Year**

The fiscal year of the Association shall begin on January 1 of each year.

Article IV – Meetings of Members

Section 4.01 **Meetings**

All Board meetings shall be conducted under Robert's Rules of Order.

Section 4.02 **Place of Meetings**

The Association Board shall designate the meeting location to the membership of General or special meetings.

Section 4.03 **Special Meetings**

Special meetings may be called by the President at their discretion, or in the absence or inability to act, by the Vice President, the Secretary, or when such meetings are requested in writing by a majority of the members of the Association. The President, or in the absence or inability to act, the Vice President of the Association, shall call such meetings within fifteen (15) days after filing of such petition. Petitions requesting such meeting shall state fully, in clear and concise language, the proposition or matter to be decided. At a special meeting, the majority of members shall constitute a quorum sufficient for the transaction of the business for which such meeting is called.

Section 4.04 **General Meetings**

A General Meeting of all members shall be held at least once per year. Written notice stating the place, date, and hour of any General Meeting of members shall be delivered to each member no less than two (2) weeks before the date of such meeting.

Article V – Officers

Section 5.01 **Association Board**

The Association Board shall consist of the following:

- A. Chairperson of the Association, who shall also be an officer of the Association and President of the Association Board.
- B. Vice President of the Association, who shall also be an officer of the Association and Vice President of the Association Board.
- C. Secretary of the Association, who shall also be an officer of the Association and Secretary of the Association Board.
- D. Treasurer of the Association, who shall also be an officer of the Association and Treasurer of the Association Board.
- E. Member-at-Large of the Association, who shall also be an officer of the Association Board.

Section 5.02 **Eligibility**

The President, Vice President, Secretary, Treasurer, and Member-at-Large shall be members of the Quality Assurance Association. No individual shall hold more than one elected position at a time.

Section 5.03 **Powers**

The Association Board shall conduct Association affairs between General Meetings, appoint committees to carry out specific action or responsibilities, approve the annual budget, recommend policies, and develop such activities as may be necessary to meet the objectives of the Association.

Section 5.04 **Terms of Office**

- A. The election of the officers shall take place at a General Meeting which shall be held no later than November 30 of each year.
- B. The terms of the office shall be for two years following the election or until their successors qualify, except as outlined in the following paragraph C.
- C. Staggered positions shall start with the election of officers in November 2000. The President, Vice President, and Treasurer shall serve two years and the Secretary and Member-at-Large shall serve one year, to begin the staggered change starting with the election of November 2000 at the General Meeting. The Secretary and Member-at-Large shall begin two year terms with the election of November 2001. As of November 2002 all officers shall be on two-year staggered terms.
- D. Officers shall be limited to two consecutive terms.
- E. There shall be no line of succession among the designated officers; however, an officer may be re-elected for a different position within the Association for separate terms of office pursuant to normal election procedures as outlined above.

Section 5.05 **Nomination and Election of Officers**

The Nominating Committee shall be responsible for nomination of a slate of candidates for each of the Board offices. Election shall be by a majority vote of the members voting by mail. Newly elected Board members shall be announced at the next General Meeting.

Section 5.06 **Annual Election**

- A. At least thirty (30) days before a General Meeting, the Nominating Committee shall prepare and mail a ballot to each member.
- B. The Nominating Committee shall count the ballots for each office, declaring as elected the candidate receiving the majority of votes cast. In the event of a tie vote, there shall be a runoff vote.

Section 5.07 **Resignation or Removals**

Officers of the Association Board may resign by giving written notice thereof to the Association at its registered office. Resignation shall be effective upon its receipt by the Association or at such later date as shall be set forth in the resignation. Vacancies of an officer may be filled by remaining members of the Association Board and the person appointed shall serve until his successor is elected at the next General Meeting of the members.

Section 5.08 **Officers, Numbers, and Titles**

The officers of the Association Board shall be President, Vice President, Secretary, Treasurer,

and Member-at-Large.

Section 5.09

Duties

The duties of the officers of the Association Board are as follows;

- A. The President shall:
 - 1. Preside at all General, Board, and special meetings.
 - 2. Appoint all committees and designate the Chairperson of each as necessary, and fill any vacancies occurring there in accordance with the provisions of these Bylaws.
 - 3. Perform such other duties as are usually pertaining to the office of President and as are assigned in these Bylaws.

- B. The Vice President shall:
 - 1. Serve as Chairperson of the Program Committee.
 - 2. Perform such other duties as the President may delegate.
 - 3. Perform the duties of the President in the event of the President's absence.

- C. The Secretary shall:
 - 1. Keep a record of all proceedings of the Association.
 - 2. Record and distribute the minutes of all meetings of the Association.
 - 3. Maintain responsibility for distribution notices of regular meetings and/or newsletters to the members.
 - 4. Prepare ballots for election of officers, or for proposed amendments to the Bylaws.
 - 5. Maintain an up-to-date copy of the Bylaws of the Association.
 - 6. Serve as chairperson of the Membership and Promotions Committee.

- D. The Treasurer shall:
 - 1. Have responsibility for all funds of the Association which shall be deposited in an account approved by the Association Board.
 - 2. Collect all monies due, make all disbursements approved by the Association Board, and keep an accurate record thereof.
 - 3. Submit to each meeting of the Association Board a report of all financial transactions and the financial condition of the Association.
 - 4. When required by the Association Board, obtain a fidelity bond, the cost of which shall be borne by the Association.
 - 5. Upon completion of the administrative year, prepare an Annual Financial Report, and turn the report and the records over to the Auditing Committee.
 - 6. Maintain a roster of members of the Association.
 - 7. Prepare and submit a proposed budget to the Board for approval prior to the start of the fiscal year.

- E. The Member-at-Large shall:
 - 1. Assist the Association Board Officers in duties as assigned.
 - 2. Distribute membership applications as required.
 - 3. Assist in preparation of amendments to Bylaws as chairperson of the Bylaws Committee.

Article VI – Committees

Section 6.01

Program

The Program Committee shall be comprised of at least three (3) members appointed by the Association Board, one of which shall serve as Chairperson. The Program Committee shall develop the Association meeting programs. The Vice President shall serve as the Chairperson.

Section 6.02 **Nominating**

The Nominating Committee shall be comprised of at least three (3) members appointed by the Association Board, one of which shall serve as Chairperson. The Nominating Committee shall develop and present the slate of candidates for all elected positions in accordance with the regulations in the Bylaws.

Section 6.03 **Auditing**

The Auditing Committee shall be comprised of at least three (3) members appointed by the Association Board. These members shall not hold any Association office during the fiscal year covered by the reports being audited. The Treasurer shall also serve on the Auditing Committee, as a non-voting member. The Committee shall review and certify the accuracy of the records of the Treasurer within thirty (30) days of the end of the fiscal year. Any errors, corrections, or deviations not correctable by action with the Treasurer shall be brought immediately to the attention of the Advisory Board for disposition and action.

Section 6.04 **Membership and Promotions**

The Membership and Promotions Committee shall be comprised of at least three (3) members appointed by the Association Board. It shall develop and execute or supervise the execution of promotional plans to build the membership of the Association. It shall maintain a mailing list consisting of current members, immediate past members, trade publications, and other interested parties for purposes of publicity, press releases, etc.

Section 6.05 **Bylaws Committee**

The Bylaws Committee shall be comprised of at least three (3) members appointed by the Association Board. It shall conduct a review of these Bylaws, at a frequency as specified by the Association President, to determine whether they reflect the operation of the Association. The Committee shall recommend revisions for consideration by the Association Board.

Section 6.06 **Other Committees**

The Association Board may establish or implement committees as needed to conduct the affairs of the Association.

Article VII – Amendments to the Bylaws

Section 7.01 **Amendments**

Amendments to these Bylaws shall be proposed to the Association Board by action of the Bylaws Committee, or by petition to the Secretary.

Section 7.02 **Proposals**

The Chairperson of the Bylaws Committee shall announce all proposed amendments at a regular meeting of the Association. Following this announcement, written copies of the amendments shall be made available to members.

Section 7.03 **Approvals**

A two-thirds (2/3) or more vote by the Association's members who vote on a proposed amendment shall be necessary for approval.

Section 7.04 **Adoption**

Within thirty (30) days the Secretary shall forward written copies of approved amendments to the President of the Association for transmittal to the Committee on Bylaws. Receipt of approval from the Committee shall constitute adoption. Amendments disapproved may be appealed to the Association Board.