

MISSION STATEMENT

The mission of the Association of Correctional Food Service Affiliates (ACFSA) is to develop and promote cooperative programs and activities that will improve the level of professionalism, provide a vehicle for broadening the knowledge within the correctional food service segment of the food service industry and efficiently manage a quality association within a budget that returns maximum benefits for all members.

ASSOCIATION OF CORRECTIONAL FOOD SERVICE AFFILIATES BYLAWS

Revisions Proposed: March 2008

Revisions Accepted: August 25, 2008

ARTICLE I - Name of organization: Association of Correctional Food Service Affiliates.

This organization shall be known as the Association of Correctional Food Service Affiliates, and shall be known in its abbreviated form as the ACFSA. The principal office of the Association shall be located as directed by the Board of Directors.

ARTICLE II - Purpose and objectives

The purpose of this organization shall be to encourage standards of excellence and professionalism within its membership that will enhance the foodservice operations within correctional systems.

The objectives of this organization shall be:

- A. To strengthen and increase recognition of correctional foodservice as a profession and to contribute to increasing the professionalism of correctional personnel, by, among other things: supporting and providing educational and training services; encouraging compliance with American Correctional Association Standards for Food Service Accreditation; providing continuing education and other opportunities for foodservice personnel working in corrections to qualify for ACFSA certifications, in accordance with the certification process adopted by the Association; and providing approved foodservice training courses, including a Certified Correctional Food Systems Management course;
- B. To provide communications and to increase awareness among ACFSA members to keep them informed of current issues and other matters relevant to their work, and between ACFSA and other agencies, associations, and the general public, including those organizations and individuals involved in correctional, criminal justice foodservice and related fields, for mutual assistance and the interchange of ideas and information;
- C. To conduct or sponsor correctional foodservice conferences, forums, seminars and other meetings on international, regional, state and local levels, and to publish and distribute journals and other professional materials concerning correctional food services; and,
- D. To conduct business affairs and the programs of ACFSA on a nondiscriminatory basis. ACFSA is organized not for profit and no part of its net earnings shall inure to the benefit of any officers or directors of the Association or employees of such individuals, and no officers or directors or employees of such individuals shall receive or be entitled to compensation for services rendered to or for the Association in effecting one or more of its purposes.

ARTICLE III - Membership

A. Active Membership Categories:

1. Professional Foodservice Members: Any individual actively engaged in correctional food or farm service operations may become a Professional Foodservice Member of ACFSA upon completion of appropriate application and payment of dues. Professional Foodservice Members have voting privileges and may hold elected offices within ACFSA.
2. Institutional Members: Any correctional facility is eligible for Institutional Membership upon completion of appropriate application and payment of dues. The institution carrying an Institutional Membership shall be entitled to the privileges of a Professional Foodservice Member by appointing a representative who has the power of one vote and may hold elected offices within ACFSA.
3. Professional Partner: Any company or independent agent of that company that provides products or services used in the correctional foodservice environment may become a Professional Partner upon completion of appropriate application and payment of dues. Professional Partners may participate in International ACFSA tradeshow at discounted rates and advertise in ACFSA International publications. Professional Partners are eligible to vote for and hold the office of Professional Partner Representative on the Board of Directors.
4. Associate Professional Partner: Individual employees/agents of Professional Partner companies who want to receive ACFSA mailings may become an Associate Professional Partner upon completion of appropriate application and payment of dues. Manufacturers' representatives may become Associate Professional Partners, in conjunction with a Professional Partner company, and will be listed under that company's name only. Associate Professional Partners may vote for and hold the office of Professional Partner Representative on the Board of Directors.
5. Chapter Professional Partner: Those companies that target a limited geographic area are eligible for a Chapter Professional Partner Membership upon completion of appropriate application and payment of dues. Chapter Professional Partners will become members of their local chapter, will receive copies of the ACFSA's quarterly magazine, and may advertise in any International ACFSA Publications. They may vote for or hold local chapter office.

B. Special Membership Categories:

1. Retired Members: Any retired correctional foodservice professional, who is not currently employed in any Professional Partner capacity, is eligible to become a Retired Member. Retired Members have voting privileges and may run for elected offices within ACFSA.
2. Honorary Members: Individuals who have rendered outstanding service to ACFSA may have conferred upon them the title of Honorary Member. The Board of Directors will establish the criteria and approve Honorary Memberships. Honorary Members shall not have voting rights, and cannot hold elected offices.
3. Life Member: A Life Membership is bestowed upon the President following his/her term of office in recognition of contributions on behalf of ACFSA. This membership status shall retain all of the rights and privileges of Professional Foodservice Membership with the exception of voting or holding office. In order to vote or hold office, the life member must meet the qualifications of one of the Active Member categories, and will then be able to vote and hold office as identified under that category.

C. Termination of Membership: Membership shall continue until terminated by reason of resignation, non-payment of dues, or termination by action of the Board of Directors for violation of these bylaws or any rule or practice of the ACFSA. Termination by action of the Board of Directors shall be by two-thirds vote of the Board. For any reason other than non-payment of dues, the member involved shall be given due notice and shall be entitled to a hearing before the Board of Directors prior to termination of membership. Any member whose membership is terminated shall be given prompt written notice thereof by the Executive Director. Membership in the ACFSA shall automatically terminate whenever a member is 60 days in default of any dues or charges as provided for in Section D.2. of this Article. In special circumstances, any case of termination may be reviewed and rescinded by the Board of Directors, based on policies and procedures as adopted by the Board of Directors.

D. Dues:

1. The Board of Directors shall determine the annual dues for each membership category of the ACFSA.
2. The ACFSA office shall notify members who fail to pay their dues within 30 days of the due date. If payment is not made within the succeeding 30 days, without further notice and without hearing, the member may be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member for good cause.

ARTICLE IV - Meetings

- A. Annual Meeting: There shall be an annual meeting of the ACFSA at a time and site chosen by the Board of Directors. Installation of officers to the Board of Directors, receipt of annual reports and other business will be completed at this meeting. Notice of such meeting shall be mailed to the last recorded address of each member at least sixty days before the time appointed for the meeting.
- B. Annual Business Meeting: The order of business at the Annual Business Meeting shall include, but not necessarily be restricted to, the following:
1. Call to order
 2. Reading of minutes of previous meeting.
 3. Reports of officers
 5. Reports of committees
 6. Unfinished business
 7. New business
 8. Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in Robert's Rules of Order shall govern all deliberations, when not in conflict with these bylaws.

- C. Quorum: One-tenth of the active members shall constitute a quorum at any meeting of the ACFSA. If there are less than this number present, the presiding officer may adjourn the meeting until a quorum is reached.
- D. Electronic Mail and Voting: Any action which may be done or is required to be done in writing under these bylaws, including voting on matters which may come before the membership and agreements to unanimous written consent, shall be valid if sent and received by facsimile, electronic mail or through other electronic means.

ARTICLE V - Board of Directors

- A. The Board of Directors shall have supervision and control of the affairs of the ACFSA and shall be responsible for setting policy, strategic direction and overall fiscal oversight of ACFSA. It shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purpose and shall have discretion in the disbursements of its funds. It may adopt such rules and regulations for the conduct of its business as deemed advisable and may, in the execution of the powers granted, appoint such agents as necessary.

- B. The Board of Directors shall be composed of officers: President, Vice President, Vice President-Elect, Treasurer, Secretary, Immediate Past President, Regional Directors (one for each Region) and two Professional Partner Representatives (one representing food, one representing equipment and supplies). All members of the Board of Directors shall be elected for a term of two years except when elected Vice President-Elect. The Vice President-Elect will serve one year in that position followed by one year as Vice President, one year as President and one year as Immediate Past President. The Executive Committee shall consist of the President, Immediate Past President, Vice President, Vice President-Elect, Treasurer, and Secretary. The Executive Director shall serve as an ex-officio member of the Board of Directors.

There shall be an election for Vice President-Elect, Treasurer, Regional Directors I and III and one Professional Partner Representative on even-numbered years and an election for Vice President-Elect, Secretary, Regional Directors II and IV and one Professional Partner Representative on odd-numbered years. A member of the Board of Directors may not serve more than two consecutive terms in the same office. They may, however, run for another office.

Upon completion of one full Presidential term (Vice President-Elect, Vice President, President and Past President), individuals must wait two years before running for Vice President-Elect again. Individuals may, however, serve in another Board of Directors position once their presidential term is complete.

- C. The Board of Directors shall meet at least once annually in person and may meet at such other times telephonically. This in-person meeting shall be held during the annual International Conference. The time and place of the other regular meetings shall be determined by Board resolution or by the President of the ACFSA. Additional in-person or telephonic meetings of the Board of Directors may be called at the request of the President or a majority of the Board. Telephonic meetings may be held by conference call or through the utilization of similar communication equipment by which all persons participating in the meeting can hear each other.
- D. A majority of the whole Board shall constitute a quorum at any meeting of the Board. Fewer may adjourn until a quorum is present.
- E. Electronic Mail and Voting: Any action which may be done or is required to be done in writing under these bylaws, including voting on matters which may come before the Board and agreements to unanimous written consent, shall be valid if sent and received by facsimile, electronic mail or through other electronic voting means.

- F. Any member of the Board unable to attend a meeting shall, in a letter or email addressed to the President and Secretary, state the reason for his/her absence. If a board member is absent from two consecutive meetings for reasons which the Board has failed to declare to be sufficient, his/her resignation shall be deemed to have been tendered and accepted by majority vote.
- G. Board Members as such shall not receive any compensation for their services as Directors. The Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association. Nothing herein shall preclude a Board member from serving the Association in any other capacity and receiving compensation for such services.
- H. Any Board member may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of receipt by the President. If a person resigns from the Board of Directors, he or she is not eligible to run for any office within two years of what would have been the end date of their term.
- I. If an elected member of the Board of Directors resigns or becomes unavailable for an elected position, the runner up will fill the remainder of their term. In the event that there are no runners up the Board of Directors appoints an individual to fill the position until a special election can be held. The appointment shall be for six months and may be extended to a full term with majority approval of the Board of Directors.

PRESIDENTIAL SERIES:

If the Vice President-Elect resigns, the vacancy will be filled by the runner up. If no runner up, the board will by resolution call for a special election to be held as determined by policies and procedures of the board.

If the Vice President resigns, the Vice President-Elect will move up into that position and will remain in office until the newly appointed Vice President Elect has been in office for one year. The President and Immediate Past President will continue in office until the new Vice President has served one year in that position.

If the President resigns, the Immediate Past President will assume the responsibilities of the presidency, with the help of the Vice President until the Vice President has completed at least a one year term in that office. The Vice President will then become President. The Immediate Past

President will remain in office until the President moves to that position one year later.

Should the Immediate Past President resign, then the President will assign the responsibilities of that position to internationally elected officers until the President moves into the Immediate Past President position.

All permanent changes to the Board of Directors will take place during the installation ceremonies at the Annual International Conference.

- J. The Immediate Past President will serve as Chair of the Nominating Committee. The Immediate Past President shall select two active members to serve on the Committee. The Nominating Committee or any individual foodservice, institutional or retired member may nominate any individual foodservice or institutional member who is eligible to hold office. Only professional partners/associate professional partners may submit nomination for the Professional Partner Representative position on the Board. On even-numbered years the candidate will be from the equipment and supplies industry and on odd-numbered years from the food industry. The nominating committee should work to find at least two or more qualified candidates to run for each office.

Elections

- A. Nomination forms will be included in the Winter or Spring Insider and placed on the website.
- B. A ballot, listing candidates for office, shall be mailed sent via facsimile or electronic mail, or shall otherwise be made available for electronic voting, to each voting member in good standing at least three months prior to the Annual Conference. Each member will receive a ballot for the appropriate offices. All ballots must be returned to the ACFSA office or electronically as indicated in the balloting instructions at least two months prior to the Annual Conference. The ACFSA office shall count and provide certification of election results in writing and forward to the President. The election results shall be announced according to the ACFSA election policy.
 - a. Individual foodservice, institutional, retired and eligible Life members shall elect the Vice President-Elect, Secretary and Treasurer.
 - b. Only foodservice, institutional or retired members in each respective region shall elect Regional Directors.
 - c. Professional partners and associate professional partners will elect Professional Partner Representatives.
 - d. Honorary and life members who qualify according to the individual foodservice member status will be eligible to vote as active

members. If a life or honorary member becomes a professional partner or an associate professional partner they will vote in the professional partner category.

- C. A majority of the votes cast shall elect.

ARTICLE VI - Officers

- A. The elected officers of the ACFSA shall be a President, Vice President, Vice President-Elect, Treasurer, Secretary, Immediate Past President, four Regional Directors and two Professional Partner Representatives.
- B. The President, as the principal elected officer of the organization, shall preside at meetings of the ACFSA Board of Directors and Executive Committee. The President shall be a member ex-officio, with the right to vote on all committees except the Nominating Committee. The President shall communicate to the Board and members of the ACFSA information and suggestions intended to increase the usefulness of the organization and to promote its welfare. The President shall perform such other duties as are necessarily incidental to the office or as the Board of Directors may prescribe. The President is not charged with administrative responsibilities in the management of the Association's affairs.

All meetings of the Association shall be conducted in accordance with the Bylaws of the Association, conformance with customs and procedures of the Association and Robert's Rules of Order (current revised edition).

- C. The Vice President will assist the President as needed and prepare for their Presidential term. The President may delegate the Vice President to perform his or her duties in the event of the President's temporary disability or absence.
- D. The Vice President-Elect will assist the President as needed and prepare for their Presidential term.
- E. The Treasurer, in conjunction with the President and Executive Director, shall oversee the monies and assets of the ACFSA.
- F. The Secretary shall be responsible for the minutes of the Board of Directors meetings and Annual Business Meeting. The Secretary shall also keep records and make reports as the Board of Directors may designate.
- G. Each Regional Director will be responsible to the Board of Directors for conducting ACFSA activities within his/her region, including appointing state/provincial representatives and overseeing state/provincial chapters.

- H. The administration and management of the ACFSA shall be the responsibility of a contracted management firm who will appoint an individual to be directly responsible to the Board of Directors. He/she will have the title of Executive Director and shall manage and direct all functions and activities of the ACFSA, performing other duties as may be specified by the Board of Directors. Changes in management firms and or International headquarters must be approved by a majority of the Board of Directors.
- I. Professional Partner Representatives serve as representatives of their industry on the Board of Directors with all rights and privileges therein.
- J. Qualifications for Officers of the Board of Directors
 - 1. A candidate for the office of Vice President-Elect:
 - a. Shall be a foodservice professional, institutional member, or eligible life member in good standing (dues paid for one year).
 - b. Shall have served for one complete year (prior to the return date on the nomination form) as a member of the International Board of Directors, Chapter President, State/Provincial Representative or International Committee Chair.
 - c. Shall have been a member of the ACFSA for three consecutive years including the year of election.
 - d. Must have a completed nomination form submitted by the due date specified.
 - e. Must provide credentials as well as written permission from their superior to accept the position.
 - f. Must be willing to accept the position if elected.
 - 2. A candidate for the office of Secretary, Treasurer, or Regional Director:
 - a. Shall be a foodservice professional, institutional or eligible life member in good standing (dues paid for one year).
 - b. Shall be currently holding or shall have previously held office at a chapter, state or regional level or shall have served as International Committee Chair.
 - c. Must have a completed nomination form submitted by the due date specified.
 - d. Must provide credentials as well as written permission from their superior to accept the position.
 - e. Must be willing to accept the position if elected.
 - 3. A candidate for the office of Professional Partner Representative:

- a. Shall be a professional partner, associate professional partner or eligible life member whose membership has been in active status for one year prior to the return date on the nomination form.
- b. Shall have served at least one term as Regional Professional Partner (Vendor Liaison), Chapter Professional Partner (Vendor Liaison), International Professional Partner (Vendor Liaison) or International Committee Chair.
- c. Must have a completed nomination form submitted by the date specified.
- d. Must be willing to accept the position if elected.

Regional Directors will appoint the respective Regional Professional Partner Representatives, subject to approval by the Board of Directors.

ARTICLE VII - Committees

- A. The President, subject to the approval of the Board of Directors, shall annually appoint such standing, special, or subcommittees as may be required by the bylaws or as he/she may find necessary.
- B. The President, subject to the approval of the Board of Directors, shall also appoint ad hoc committees or task forces as may be necessary.

ARTICLE VIII - Voting

The Board of Directors may request a mail or electronic vote of active members on any matter requiring a decision that may not be postponed to the Annual Business Meeting. A minimum of 10% of active members must respond for a vote to be carried. Any and all action taken in pursuance of a majority mail or electronic vote in each such case shall be binding upon the ACFSA in the same manner as action taken at a duly called meeting.

ARTICLE IX - Fiscal Year

The fiscal year shall commence on the first day of January and shall end on the 31st day of December.

ARTICLE X - Indemnification

ACFSA shall indemnify its officers, directors, contractors and other members in performance of official duties of ACFSA by and through a policy of liability insurance in an amount and to the extent determined by the Board of Directors. The indemnification shall apply to any such individual who was or is a party or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative

("Proceeding") by the fact that such person is or was a representative of the Association. Such indemnification shall be limited to expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred with connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, and not opposed to, the best interests of the Association, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, and restricted to coverage afforded by such insurance, unless otherwise approved by the Board of Directors, *provided, however*, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving the rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness, and *provided, further, however*, that in instances of a claim by or in the right of the Association, indemnification shall not be made under this Article in response to any claim, issue, or matter to which the person has been adjudged to be liable to the Association unless and only to the extent that a court determines upon application that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall determine proper. Unless otherwise ordered by a court, an indemnification under this Article or otherwise permitted by law shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper under the circumstances because the individual seeking indemnification has met the applicable standard of conduct set forth in this section, as determined by (a) the unaffected Board of Directors by majority vote, (b) by legal counsel in a written opinion where a majority vote of the unaffected members of the Board cannot be obtained, or (c) by the members.

ARTICLE XI - Conflicts of Interest

ACFSA shall adopt a Conflict of Interest policy to require that all actual or potential conflicts be disclosed promptly and fully to the Board and all other necessary parties. Any member of the Board having a conflict of interest on any matter, including but not limited to consideration for an ACFSA office or award, shall neither participate in the deliberation nor vote on any such matter. This policy shall apply to all members of the Board and Officers, agents and employees of ACFSA. The Board may from time to time establish such rules and regulations in furtherance of this policy.

ARTICLE XII - Dissolution

The Association shall use its funds only to accomplish objectives and purposes specified in these bylaws, and no part of said funds should be distributed to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XIII - Chapters

- A. The ACFSA will promote and support the formation of state and provincial chapters as approved by the Board of Directors they are to promote stability in newly-formed chapters by making sure they have the foundation they need to be successful.
- B. The bylaws of the Chapters shall be in conformance with the ACFSA Bylaws.
- C. Chapter dues are included in the International organization dues.
- D. Chapter business expenses shall be paid from chapter funds. Chapters will obtain separate bank accounts and develop professional procedures to conduct business. The chapter Treasurer will provide a detailed Treasurer's Report quarterly.
- E. Chapters and Chapter officers shall follow ACFSA Chapter policy and Chapter bylaws.

ARTICLE XIV - Amendments

A written copy of proposed amendments or changes of any bylaws shall be received in the ACFSA office, three months prior to the Annual International Meeting. Such amendments or changes shall be reviewed and approved by the Board of Directors prior to being included in the annual balloting.