



# Constitution and Bylaws

VERSION: November 22, 2017

Approved at the OFPA 60th Annual General Meeting, November 22, 2018 at the Mississauga Convention Centre, Mississauga, Ontario.

## ARTICLE I NAME:

The name of the Association shall be:

ONTARIO FOOD PROTECTION ASSOCIATION INC.

## ARTICLE II MISSION STATEMENT AND OBJECTIVES:

The Association shall have as its mission:

“The Ontario Food Protection Association will represent all Food Industry commodities, service industries, government and academia by bringing professionals together in a forum to promote, educate and communicate Industry Best Practice and innovation in food safety and Sanitation.” (Rev. 01/04/16)

The Association shall have for its objectives:

1. To collect and distribute new technologies, plant hygiene and best practice programs to its members and all Food Industry Commodities and Food Industry service providers, information pertaining to sanitation and food safety (Rev. 01/04/16).

2. To encourage improvements in food safety practices.
3. To provide a forum to discuss current concerns in food protection and other topics of mutual interest.
4. To communicate with various regulatory agencies on issues of sanitation and food protection.
5. To communicate innovation and Industry Hygiene Best Practice and Food Safety practices (Rev. 01/04/16)
6. To be an information and technology resource for the food industry in Ontario. To collect, distribute new technologies and plant hygiene Best practice (Rev. 01/04/16)
7. To cooperate with other professional groups in development and advancement of public health, food safety practices and general and environmental sanitation.
8. To be a resource source to the Food Industry from all sources including Government Agencies, other Provinces etc...(Rev. 01/04/16)

The Association shall be a non-profit educational association.

## ARTICLE III AFFILIATION:

1. The Association shall be affiliated with the INTERNATIONAL ASSOCIATION FOR FOOD PROTECTION (IAFP)

## ARTICLE IV MEMBERSHIP:

1. Membership categories shall include professional, honorary, student, sustaining and retired.

## ARTICLE V FEES:

1. There shall be an annual fee for each member and each sustaining member. The amount to be determined by the Board of Directors.
2. Annual fees shall be payable to the Association and collected by the Executive Director on behalf of the Secretary/Treasurer.
3. Annual fees shall be due by the first day of January each year and membership benefits expire by December 31 of that same year. (Rev. 11/30/11)

## ARTICLE VI MEMBERS MEETINGS:

1. The Robert Rules of Order<sup>1</sup> shall govern procedure at all meetings. (Rev. 01/04/16)
2. The Annual Meeting shall be held during any month of a calendar year. The time and place shall be fixed by the Board of Directors, and announced to members at least two months in advance.
3. In all meetings, a quorum shall consist of 25 members. In case there is no quorum present to transact necessary business, the Board of Directors is authorized to act for the best interest of the Association.

## ARTICLE VII OFFICERS AND DIRECTORS:

1. The Executive Officers of the Association shall consist of a President, Vice- President, Immediate Past President, and Treasurer.
  - 1.1 All four (4) of these Executive Officers of the Association – the President, Vice- President, Immediate Past President, and Treasurer will be voting members of the Board.

2. In addition, there shall be a minimum of eight (8) Directors and the Newsletter Editor (nonvoting member) at the discretion of the President. The Executive Officers together with the Directors and Newsletter Editor shall constitute the Board of Directors. (Rev. 01/04/16)  
Four of the eligible voting Board of Directors shall constitute a quorum at any duly called meeting of the board necessary the Board of Directors shall meet at the call of the President or at the request of any three members of the Board.
3. The Board shall meet in person a minimum of 8 times per calendar year. Attendance exceptions of any Board Member shall not exceed three meetings.
4. All Board members must attend monthly Board meetings either in person or by call in. Unless previously approved by the President (Rev. 01/04/16).
5. All members of the Board of Directors must be members in good standing.

## ARTICLE VIII AUDITOR:

1. The Auditor shall be appointed by OFPA Board of Directors prior to the scheduled Annual Meeting for the calendar year. The OFPA books shall be examined and the Treasurer shall present an Auditor's statement at the annual meeting.

## ARTICLE IX NOMINATIONS AND ELECTIONS:

1. There shall be a nominating committee, chaired by the Past President, which will submit to the Annual Meeting a slate of four (4) Officers, eight (8) Directors and one (1) Newsletter Editor.
2. Nominations of Officers and Directors may also be made by the General Membership in writing at least 30 days prior to the Annual Meeting. Nominations must be seconded.

3. All new Officers and Directors shall be elected annually and shall take office January 1 of the calendar year following the Annual Meeting.

4. All terms of office shall be for one year commencing January 1st of the calendar year following the annual meeting.

4.1 Unless otherwise stipulated or agreed to by officers, all elected officers and directors may serve a maximum of 6 consecutive 1-year terms.

4.2 Board Members can exceed the 6 year term to a maximum of 2 years at the discretion of the current Board.

4.3 Inaugural year a Board Member joined will be part of their information displayed on the Associations web site (Rev. 01/01/15).

4.4 The President automatically becomes the Immediate Past-President for one year following the completion of his/her term of office i.e. the Immediate Past-President is a non-elected position.

4.5 The Vice-President is president-elect and automatically assumes the position of President following the completion of the President's term of office unless:

4.5.1 The membership votes by a 2/3 majority of those present at the annual meeting to reopen the nominations for this position.

4.5.2 He/she declines the position in writing at least 30 days prior to the annual meeting.

4.6 In the event of an early departure of an officer the succession of roles happens immediately (VP to President, etc...) and a new election is held for the new vacant VP – Slot (Rev. 01/04/16).

## ARTICLE X COMMITTEES:

1. The President shall appoint such committees as deemed necessary.

## ARTICLE XI AWARDS:

1. There shall be a Sanitarian and Food Safety Professional of the Year Award made to the Member of the Association deemed to have contributed outstanding service to the Food Industry. The selection shall be made by the Board of Directors and need not be made annually.
2. The OFPA Board of Directors Award of Merit may be presented to a professional, honorary, sustaining or retired member of the Association deemed to have contributed outstanding service to the Ontario Food Protection Association Inc. The selection shall be made by the Board of Directors and need not be made annually.
3. The OFPA Board of Directors Lifetime Achievement Award may be presented to a professional or retired member of the Association and recognizes individuals who have made substantial contributions to the objectives of the OFPA through many years of active service in the Association. The Lifetime Achievement Award grants the winner honorary lifetime membership in the Ontario Food Protection Association. The selection shall be made by the Board of Directors and need not be made annually.
4. Ontario Food Protection Association Scholarships may be awarded to university or community college students majoring in Food Science/Technology or related fields. The criteria for the awards shall be determined jointly by the Board of Directors and the institutions designated annually by the Board for consideration. Generally, only students who have successfully completed at least one year of study and who have demonstrated leadership and proficiency in related disciplines will be eligible. The final selections and the amount of the scholarship awards shall be determined by the Board of Directors. Scholarship winners shall be invited by the President of the OFPA, to receive their award certificates at its Annual Meeting. Award winners will also receive a one-year complimentary membership in the OFPA. Scholarships need not be presented annually.

## ARTICLE XII AMENDMENTS:

1. The constitution may be amended at any regular business meeting of the Association, at which there is a quorum, by a two-thirds vote of the members present, provided the Board has previously considered the merits of the amendment. All amendments must be submitted to the Board in writing and signed by at least five-

members in good standing. No amendment shall be put to vote unless the Board has approved the proposed amendment by the last Board meeting prior to the next regular business meeting and members of the Association have been given adequate notice in writing. Such notification may be provided at the time of the business meeting at the discretion of the Board.

## BY-LAWS

### SECTION 1- MEMBERSHIP CATEGORIES:

PROFESSIONAL MEMBER

HONORARY MEMBER

STUDENT MEMBER

RETIRED MEMBER

SUSTAINING MEMBER

All Members in good standing shall be entitled to vote.

1.1 A professional member shall be a person who is interested in the objectives of this Association and is engaged in food research, quality control, food inspection, public health services, education, supervision or practical application of sanitation in the food production chain from the farm to the consumer, administration or other aspects of food protection.

1.2 An honorary member shall be a person who, on account of his/her substantial contributions to the objectives of the Association, has been nominated and selected by the Board of Directors.

1.2.1 Honorary members shall not be required to pay dues, but are entitled to vote, and may attend the meetings of the Association and be accorded the privilege of the floor.

1.3 A student member shall be a person taking full, part-time or a correspondence course directed to a career in the food industry. A student member shall become eligible for full membership on January 1 of the year following graduation.

The student membership fee shall be determined by the Board of Directors.

1.4 A sustaining member shall be a commercial company, corporation, organization or other association, which contributes financially to the Association for furtherance of its objectives.

1.5 A member of the Association may join the International Association for Food Protection.

1.6 International membership fees should be directly forwarded to the International Association for Food Protection Head Office, Des Moines, Iowa.

1.7 Retired members who are no longer receiving compensation for work relating to the objectives of the OFPA and who have been regular or sustaining members for at least 10 years are entitled to membership at one half the dues of regular members. Retired members shall be entitled to vote and hold office. They may serve on committees, as Affiliate delegates and as appointed representatives of OFPA.

## **SECTION 2- DUTIES OF EXECUTIVE OFFICERS:**

2.1 The President shall preside and maintain focus during all meetings of the Association. He/she will be the executive officer and shall execute the will of the Association and shall have general oversight and charge of the Association between meetings. He/she shall be an ex-officio member of all committees, except the nominating committee (Rev. 01/04/16).

2.1.1 The President shall be responsible for the general correspondence of the Association.

2.1.2 At the Annual Meeting, the President shall present the Sanitarian of the Year Award and receive the Past President's gavel.

2.2 The Vice-President, in the absence of the President, shall preside at all meetings and perform the duties of the President. In the event the office of the President becomes vacant, the Vice-President will immediately succeed to the position of the President and shall assume all duties as outlined in Section 2.1.

2.2.1 The Vice-President shall directly succeed the President when the latter's term expires.

2.3 The Executive Assistant, on behalf of the Secretary/Treasurer, shall keep a true and correct record of all meetings of the Association. He/she shall have custody of all records and papers belonging to the Association, unless otherwise provided for. (Rev. 11/30/11)

2.3.1 The Secretary/Treasurer shall present a detailed financial report at the Annual Meeting of the Association and, at other times upon request of the Board of Directors.

2.3.2 Disbursements shall be made by cheque under the signature of any two of the following: President, Past President, Vice- President or Secretary/Treasurer. (Rev. 11/30/11)

2.3.3 The Executive Assistant, on behalf of the Secretary/Treasurer, shall keep a list of the members and collect all monies due to the Association, giving his/her receipt therefore. He/she shall record the amount of each payment with the name and address of the person so paying. He/she shall care for all monies entrusted to his/her keeping, paying out the same only with the approval of the President and maintain a record of all transactions. (Rev. 11/30/11)

2.3.4 The Executive Assistant, on behalf of the Secretary/Treasurer, is the custodian of the Association's seal. (Rev. 11/30/11)

2.3.5 The Executive Assistant shall purchase sundry items as may be required to transact the business of the Association. (Rev. 11/30/11)

2.3.6 The Executive Assistant, shall coordinate the preparation details of all events other than the agenda details, and work with the event coordinator to ensure all details are completed in a timely fashion (Rev. 01/04/16).

- 2.4 The Immediate Past-President shall be chairperson of the nominating committee.
- 2.5 Following completion of their term of office as Immediate Past-President, all PastPresidents shall be ex-officio members of the Board of Directors of the OFPA. As exofficio members, they will be welcomed to attend board meetings, to express their opinions and offer their advice; however, they will not be entitled to an official vote.
- 2.6 Every Director or Officer of the Association and his heirs, executors and administration, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
- 2.6.1 All costs, charges and expenses whatsoever that such Director or Officer may sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against him in or about the execution of the duties of his office; and
- 2.6.2 All other costs, charges and expenses that he may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own, willful neglect or default.
- 2.7 In this by-law and in all other by-laws of the Association hereafter passed unless the context otherwise requires words importing the singular number or the masculine gender shall include the plural or the feminine gender, as the case may be, the vice versa, and references to persons shall include firms and corporations.
- 2.8 The Executive Board shall hire an Executive Assistant or Office Manager to perform the following duties:
- 2.8.1 Keep a current list of names and contact information of OFPA members and the publications they are entitled to receive;
- 2.8.2 Issue notices of all meetings, conduct correspondence pertaining to the affairs of OFPA and perform other duties incident to the office as the Executive Board may authorize;
- 2.8.3 Receive all monies due OFPA, giving receipt and keeping account thereof;

- 2.8.4 Faithfully care for all monies received, paying out expenses as authorized by the Executive Board and keeping account thereof.
- 2.8.5 Provide a detailed report of the financial condition of OFPA at the Annual Business Meeting.
- 2.8.6 Provide other services as directed by the Executive Board as described in the position description of the Executive Assistant.
- 2.8.7 Executive Board shall perform a competency review of the Executive Assistant on a Bi-yearly basis. (Rev. 01/01/15)
- 2.8.8 Executive Board shall review the Executive Assistant's compensation package upon completion of the competency review (Rev. 01/01/15)
- 2.8.9 If an increase in compensation is agreed upon by a majority of the Executive Board, the increase shall be based on Revenue Canada's previous years Consumer Price Index + a discretionary percentage as deemed appropriate by the Executive. (Rev. 01/01/15)
- 2.8.10 Executive Assistant's competency and compensation activities must be completed so any increases can be accounted for in the subsequent years budget. (Rev. 01/01/15)

### **SECTION 3- DUTIES OF THE BOARD OF DIRECTORS:**

- 3.1 The Board of Directors shall conduct, through its officers, the authorized policies of the Association.
- 3.2 The Board of Directors shall authorize all expenditures and shall not create any indebtedness of the Association, nor disburse funds for purpose non- essential to the objectives of the Association.

- 3.3 The Board of Directors shall determine the date, time and place of the annual and other meetings and shall instruct the Secretary/Treasurer, Executive Director or appointed person to issue the call for such meetings.
- 3.4 The Board of Directors shall recommend names for the honorary membership.
- 3.5 The Board of Directors shall hold regular meetings. Out of 10 meetings, Directors must attend 5 in person, an additional 2 verbally, and 2 to 3 absent from. At least half of board members must be present at monthly meeting or meeting is rescheduled. Regular day of the month will be set to facilitate personal schedules.
- 3.6 It shall receive committee reports and recommendations and shall submit to the Association at the regular meetings, recommendations which it has approved, affecting the administration of policies of the Association.
- 3.7 Should a vacancy occur in any office other than the President, the Board of Directors shall appoint a member of the Association to fill the unexpired term.
- 3.8 A member of the Board of Directors acknowledging a conflict of interest shall so declare and abstain from voting.
- 3.9 The Board of Directors shall have the books and accounts audited annually for the fiscal year of January 1, to December 31.

## SECTION 4- VOLUNTEER CODE OF CONDUCT FOR DIRECTORS (Rev. 10/24/17)

OFPA has developed a Board of Director's Code of Conduct to promote sustainable, effective Volunteering and long-lasting collaboration.

PLEASE NOTE: Excerpts of this code have been taken directly from the "Volunteer Code of Conduct" that can be found at

[http://volunteeralliance.org/volunteer-code-conduct?gclid=CJ66q4a8\\_9QCFcW4wAodT3MPuQ](http://volunteeralliance.org/volunteer-code-conduct?gclid=CJ66q4a8_9QCFcW4wAodT3MPuQ)

4.1 Each Volunteer to the OFPA Board of Directors and to the Executive Board of Directors, no matter which position they hold, must agree to follow the following Code of Conduct.

## 4.2 RESPECT

4.2.1 Treat all individuals with a sense of dignity, respect, and worth.

4.2.2 Be courteous and polite in all actions.

4.2.3 Avoid profane and abusive language and disruptive behavior that is dangerous to self and others. 4.2.4 Abstain from the use of photo, audio or video recording equipment unless given consent.

4.2.5 Respect all confidential information. Volunteers are responsible for maintaining the confidentiality of all proprietary or privileged information to which they are exposed while serving as a volunteer, whether this information involves a single staff, volunteer, client or other person.

4.2.6 Not to pressure anyone to accept another's political, cultural, or religious beliefs.

4.2.7 Make a personal commitment to be nonjudgmental about cultural differences, living conditions and the life-style of each person with whom they work with.

## 4.3 PERSONAL RESPONSIBILITY

4.3.1 Be dependable, recognizing the commitment and responsibility to the volunteer assignment that has been taken on.

4.3.2 Accept assignment(s) consistent with each person's interests, abilities, and available time.

4.3.3 Accept assignment with an open mind and a willingness to learn.

## 4.4 SAFETY

4.4.1 Not use, possess, or be under the influence of illegal drugs at any time.

4.4.2 Appropriate use of alcohol when occasion warrants.

4.4.3 Abstain from all illegal activity.

4.4.4 Wear appropriate clothing. All items of clothing must be suitable for the work environment and should not contain offensive or objectionable material.

4.4.5 Follow safe workplace practices, including participation in applicable education sessions, using appropriate personal safety equipment and reporting accidents, injuries, and unsafe situations.

4.4.6 Report suspicious activities to the appropriate legal authorities.

#### 4.5 COLLABORATION

4.5.1 Be a team player. Keep an open mind and value the input and suggestions of fellow volunteers, hosts, co-workers, and colleagues. Come to decisions democratically. Seek consensus.

4.5.2 Be patient when working on group projects. React with grace when your idea is not the one chosen. Support your project to the best of your ability.

#### 4.6 CONFLICTS OF INTEREST

4.6.1 Avoid conflict of interest situations and refrain from actions that may be perceived as such. (Volunteers should reveal any potential or actual conflicts of interest as they arise).

4.6.2 Be aware when conflicted due to employment or other projects involved in.

4.6.3 Abstain or delegate decisions that may be seen to be of self-interest to you.

4.6.4 Participate in a project with the goal of improving OFPA mandate. When in doubt, ask for a second opinion.

4.6.5 Perceived conflicts of interest are important to address; as a board member, act to ensure that decisions are credible even if they must occasionally be unpopular, difficult or favorable to the interests of one group over another.

#### 4.7 ISSUES AND CONCERNS

4.7.1 Issues and concerns should be reported to the President or Past President.

4.7.2 An investigation can be initiated by the decision of the President and/or Past president if deviations have been observed and/or if issues and concerns have been reported by the other Board Members. This may depend on the severity and/or number of issues and concerns reported or deviations observed.

#### 4.8 INVESTIGATION

4.8.1 The investigation may entail:

4.8.1.1 A polling of the remaining Board members (on an individual basis) to see if they have similar issues and concerns. These Board members may be asked to put their thoughts into a memo to file.

4.8.1.2 A meeting of the remaining Board of Directors where they will be polled and asked to speak freely about their issues and concerns. This may be followed by a discussion of the course of action for the board member in question.

4.8.2 A record of the investigation must be kept in the files.

#### 4.9 COURSE OF ACTION

4.9.1 Course of action may include:

4.9.1.1 A discussion of the concerns, issues and deviations with the Board Member in question and a plan for improvement.

4.9.2 Monitoring for improvement.

4.9.2.1 If improvement has not been noted, a convening of the other Board Members for a possible vote to ask the Board Member in question to leave the OFPA Board of Directors.

4.9.3 A record of this meeting will be taken and filed.