

## **ARTICLES OF INCORPORATION**

### **ARTICLE I**

This Association shall be known as the WISCONSIN ASSOCIATION for FOOD PROTECTION, Inc., hereby referred to as the “Association”. It shall be affiliated with the International Association for Food Protection, Inc.

### **ARTICLE II**

The purposes and objectives of this Association shall be to:

1. Encourage the improvement in quality of Wisconsin food products and the technological development and adoption of food processing equipment and supplies.
2. Develop uniform practices and inspection methods across the Wisconsin supply chain; including food handling establishments, farms, processing plants, restaurants, warehouses and food transportation equipment.
3. Disseminate useful information regarding food sanitation, technology, and inspection.
4. Assist Association members in technical development and practices.
5. Cooperate with other professional groups in promoting the public health through improved food handling technology.

### **ARTICLE III**

Any organization or person interested in the objectives of this Association is eligible to make application for membership in the Association.

Application for membership shall be made to the Association Board of Directors. The Board of Directors shall act upon all applications for membership. If the application is accepted by the Board the applicant shall become a member of the Association upon payment of annual dues.

### **ARTICLE IV**

The officers of the Association shall include the President, President-Elect, First Vice-President, Second Vice-President, Secretary and Treasurer. The officers shall be elected from the membership. Officers shall hold these offices for one year or until successors are elected or appointed, as provided in the Bylaws. At the beginning of each fiscal year, the President-Elect, First Vice-President and Second Vice-President shall automatically succeed into the respective offices of President, President-Elect and First Vice-President. The Second Vice-President, Secretary and Treasurer shall be elected annually by a majority ballot.

These officers, together with the last preceding President, shall constitute the Board of Directors, that shall direct and have responsibility for the affairs of the Association, including adopting, maintaining and amending the Association's Bylaws.

## **ARTICLE V**

Section 1. No part of the net earnings of the Association shall personally benefit its individual members, officers or other private parties, except, that the Association shall be authorized and empowered to pay reasonable compensation to individuals or parties for services rendered to the Association.

Section 2. The Association shall refrain from engagement in political activities or otherwise attempt to influence legislation or related political processes. The Association shall not participate, either directly or indirectly, (including the publishing or distribution of statements) in any political campaign of a candidate for public office.

Section 3. In the event of dissolution, any remaining assets shall be distributed to organizations founded and operated exclusively for charitable, educational or scientific purposes which, at the time, qualify as exempt organizations under **Section 501 (c) (3) of the Internal Revenue Code of 1954.**

## **ARTICLE VI**

These Articles of Incorporation may be amended by a vote of the Association membership in which a two-thirds affirmative vote of the members voting, approve the amendment. Any member may propose an amendment. An amendment must be submitted, in writing, to the Board of Directors at least sixty days before the date of the next business meeting. After receipt of the proposal, the Board shall immediately notify all Association members of the proposed amendment, and that it will be open for discussion at the next business meeting. Within 90 days of a majority affirmative vote by the members in attendance at the business meeting the Board of Directors shall refer the amendment to the entire Association membership for formal vote. The Association shall provide ballots to the membership in a manner deemed appropriate by the Board of Directors. All ballots must be returned to the Treasurer within sixty days after receipt or by the deadline indicated on the ballot. The ballots shall be opened and recorded by Secretary and results reported at the next Board of Directors meeting. If the amendment passed, it shall become part of the Articles of Incorporation from the date of the report.

Revised December, 1951  
Revised September, 1956  
Revised December, 1972  
Revised January, 1990  
Revised September, 2002  
Revised November 1, 2009