

**New Jersey Food Processors Association, Inc.**

**Amended and Restated By-Laws**

**Effective January 15, 2010**

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**Article I - NAME AND DEFINITION**

**SECTION 1. NAME.** The name of this Association shall be the: **New Jersey Food Processors Association, Inc. (“NJFPA”)** (referenced herein as the “Association”).

**SECTION 2. DEFINITION.** The Association shall be a membership association comprised of New Jersey-based food industry manufacturer, preparer or processor members, in addition to other firms allied to the food industry, that seeks to identify, discuss, address and achieve the effective resolution of various issues facing the food industry. The Association shall be a non-stock, New Jersey, non-profit corporation. No dividends or pecuniary profits shall be declared to the Members of this Association.

**Article II – OFFICE LOCATION**

**SECTION 1. PRINCIPAL OFFICE.** The principal office of the corporation shall be within the State of New Jersey. The Association may have such other or alternative offices within the State of New Jersey as from time to time be designated by the Board of Directors.

**Article III- MISSION & VISION**

**SECTION 1. MISSION.**

The New Jersey Food Processors Association (NJFPA) is an organization of manufacturers and suppliers of food and agricultural products and services, joined together to promote best practices, share information and expand the industry of the Garden State

**SECTION 2. ACTIVITIES IN FURTHERANCE OF THE MISSION.** In furtherance of the Mission of the Association, the Association shall, without limitation:

- Provide an annual meeting and conference for all Members, as a venue for networking and communicating information of interest to Members, such as food safety, technical innovations, sales and marketing trends, product and package development, etc.
- Provide a website for the Association
- Provide forums and committees where members can learn about best practices in their areas of expertise

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- Promote the food processing industry in New Jersey, and serve as a voice in state government to advocate for issues that are important to Members.
- Provide continuing education programs to address member and customer needs;
- Develop and encourage high standards of personal and professional conduct, and increase awareness of the contributions of emerging firms and businesses in the food processing industry;
- Raise funds through membership and otherwise as necessary;
- Engage in such legal and ethical activities as the Board determines from time to time to be necessary and appropriate;
- Conduct itself according to the applicable laws of the State of New Jersey.

**Article IV- MEMBERSHIP**

**SECTION 1. MEMBERSHIP.** There shall be two separate types of membership in the Association, as set out below. Where no distinction is otherwise made, “Member” as used herein refers to both “Full Members” (as defined in Section 2 of this Article IV) and “Associate Members” (as defined in Section 3 of this Article IV) of the Association.

**SECTION 2. FULL MEMBER.** Full Membership is subject to application, payment of applicable fees, and approval by the Board of Directors. All food industry manufacturers, preparers, processors, marketers or contract packers (including without limitation, persons, firms, partnerships, associations, or corporations engaged in the preparation of foods such as meat and poultry, seafood, or dairy products; cereals and grain products; fruits, vegetables or herbs; value-added agricultural products; specialty foods; and other prepared foods and beverages) with an active business operation located in New Jersey are eligible to become, and maintain membership as, a “Full Member” of the Association. Full Members present at any Membership Meeting shall have the right to cast one (1) vote with respect to each matter presented for a Member vote at such Meeting.

**SECTION 3. ASSOCIATE MEMBER.** Associate Membership is subject to application, payment of applicable fees, and approval by the Board of Directors. Associate Membership is open to any interested person, firm, partnership, association, corporation, government agency or organization other than those described as being eligible for Full Membership as outlined in Section 2 above. Types of Associate Members include, but are not limited to, food packaging and ingredient suppliers, food industry equipment providers, service providers, consultants, quality assurance laboratories, chemical and sanitation companies, distribution and shipping firms, brokers, and other suppliers, vendors and sponsors. Retired Full Members are also eligible

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to become Associate Members of the Association. Associate Members shall be non-voting members but shall have the right to be heard by the Board of Directors and the Full Members on all issues facing or matters involving the Association.

**SECTION 4. IMPLICATIONS OF MEMBERSHIP.** All Association Members are subject to such rules, regulations, rights, privileges and obligations of the Association (including without limitation obligations respecting the payment of Association fees or assessments and/or Membership Dues as referenced in Article IV hereof) as are determined to be necessary and as are adopted from time to time by the Board of Directors. Full Members (but not Associate Members) are entitled to vote on all matters presented for a vote before the Membership of the Association. Unless otherwise indicated in these By-Laws, all actions shall be by a simple majority of the quorum. All Members may print upon their labels, business cards, and stationary the legend “*Member of the New Jersey Food Processor Association, Inc.,*” provided that in no event may such reference be included in such a manner as would imply any product or quality endorsement by the Association.

**SECTION 5. MEMBERSHIP DUES.** Membership shall be based upon payment of annual dues on a fiscal year basis. The annual dues amount for Full Members and Associate Members, respectively, shall be as determined by the Board of Directors from time to time prior to commencement of each fiscal year. All annual dues must be paid by all Members in full within thirty (30) days of invoice date. Members with balances past due will have their accounts paid in full via deduction or offset from any amounts that may be due them from the Association.

**SECTION 6. SUSPENSION OF MEMBERSHIP PRIVILEGES FOR NON-PAYMENT.** A Member with a balance outstanding for at least sixty (60) days past the due date will automatically have all Association Membership privileges (including Association voting privileges and the privilege to attend Association meetings) suspended until the account is paid in full. Upon suspension, a Member will be deemed to be no longer in good standing with the Association.

**SECTION 7. REVOCATION OF MEMBERSHIP FOR NON-PAYMENT.** Any Association Member who has had their membership suspended may have their membership revoked if payment has still not been made as of ninety (90) days from the date of suspension. Revocation of membership shall be effected by a two-thirds (2/3) vote of the entire Board of Directors.

**SECTION 8. VOLUNTARY RESIGNATION OF MEMBERSHIP.** Any Member may, by giving written notice of such intention, withdraw from membership in the Association at any time. All rights, privileges, and interest of a Member in or to the Association shall cease on the termination of membership. No refund of dues or other amounts paid to the Association will be given in any instance of voluntary termination or resignation of membership.

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**SECTION 9. MEMBERSHIP SUSPENSION AND EXPULSION.** Any membership may be suspended or terminated for cause for reasons other than non-payment. Sufficient cause for such suspension or termination of membership shall be violation of these By-Laws or any lawful rule or practice duly adopted by the Association, or any other conduct determined by the Board of Directors to be prejudicial to the interests of the Association. Suspension or expulsion shall be by two-thirds vote of the Board of Directors; provided that a statement of the charges shall have been provided to the Member at least ten (10) business days before a final action is taken thereon. This statement shall include notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the Member shall have the right to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken by the Board thereon. No refund of dues or other amounts paid to the Association will be given in any instance of suspension or expulsion of membership. Once a Member has been expelled from membership in the Association, such Member is only eligible to apply to become a Member of the Association again upon a two-thirds (2/3) vote of the Board of Directors.

**SECTION 10. QUORUM OF THE FULL MEMBERSHIP.** Fifty percent of the Full Membership shall constitute a quorum at any meeting of the Members. A quorum will be required for a meeting of the Members and any less number will require adjournment until a quorum can be present. Where a tie vote results during the course of Member action, the President will have the right to cast an additional, tie-breaking vote and make the final determination in his or her absolute discretion.

**ARTICLE V –MEETINGS**

**SECTION 1. ANNUAL MEETINGS.** Annual Meetings of Members for such business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held at such places, and at such times and dates as the Board of Directors, by Resolution, shall determine and as set forth in the notice of the meeting. Notice of such meeting, in a form approved by the Secretary/Treasurer, shall be mailed postage prepaid to the last recorded address of the Member as it appears on the records of the Association, not less than ten (10) days before the date of the Annual Meeting.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the Members of the Association, or of either the Full Members or the Associate Members of the Association, respectively, may be called at the discretion of a majority of a quorum of the Board of Directors, or shall in any event be called by the President upon the written request of a majority of the Full Members of the Association. Notice of any Special Meeting shall be mailed postage prepaid to each applicable Member at the Member's last recorded address as it appears on the records of the Association, not less than ten (10) days before the date of the meeting, with a statement of time and place and purpose or purposes for which the meeting is called.

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**SECTION 3. WAIVER OF NOTICE OF MEETINGS.** Notwithstanding any other provision of these By-Laws, whenever any notice is required to be given to any Member or Director of the Association of any meeting for any purpose under the provisions of these By-Laws or under the provisions of the Articles of Incorporation of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. In addition, a Member or Director who attends the meeting shall be deemed to have had timely and proper notice of the meeting.

**SECTION 4. MEETING AGENDA.** Any Full Member of the Association may request that items be placed on the agenda of any Meeting of the Association if submitted not later than ten (10) business days prior to the meeting. The President will determine whether any given matter requested will be placed on the Agenda for the upcoming meeting. Matters may also be raised by Full Members as a matter of right as part of the "New Business" Agenda Item of any Annual Meeting.

**SECTION 5. ALTERATION OR SUSPENSION OF ORDER OF BUSINESS; PARLIMENTARY RULES TO BE APPLIED TO MEMBER MEETINGS.** The order of business may be altered or suspended at any Meeting by a majority vote of the Full 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 By-Laws.

**ARTICLE VI- EXECUTIVE FUNCTION**

**SECTION 1. BOARD OF DIRECTORS SUPERVISION AND CONTROL.** The Executive function of the Association shall reside in the Board of Directors, and the Board of Directors shall have supervision, control and direction of the affairs of the Association in accordance with the Mission of the Association. The Chairman of the Board will be required to provide a copy of accurate Minutes outlining all decisions and agreed actions, to the Board within ninety (90) days after any and all Board meetings at which decisions were made and/or action was taken. The Board will meet as often as necessary, and typically 4-6 times per year.

**ARTICLE VII - BOARD OF DIRECTORS**

**SECTION 1. COMPOSITION OF BOARD.** The Board of Directors shall be composed of twelve (12) members, consisting of the President (who shall serve as the Chairman of the Board of Directors), the First Vice President, the Second Vice President, the Secretary/Treasurer and eight (8) other members of the Association, two (2) of which shall be Associate Members, elected by a majority vote of a quorum of the Full Members of the Association. The Board of Directors shall be elected in a manner to effect a staggered term, with a total of six (6) Directors being elected every year, as outlined in Section 2 below.

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**SECTION 2. ELECTION OF BOARD OF DIRECTORS.** The President, the First Vice President, the Second Vice President, the Secretary/Treasurer and two (2) other elected Directors will initially serve a two (2) year term commencing in 2010. All other elected Directors will initially serve a term of one (1) year, and will be subject to re-election as of 2011. Commencing with the 2011 Board election and continuing on an annual basis thereafter, six (6) Directors shall thereafter be elected (or appointed, as applicable for the President, First Vice President, Second Vice President and Secretary/Treasurer) for a term of two (2) years each by the Full Members of the Association from a slate of Director candidates determined by a majority vote of the Board of Directors after consideration of the recommendations of the Nominating Committee. Any elected Director shall be eligible for re-election at any time. Newly elected Directors shall assume their offices on the first day of the fiscal year following election and shall continue in office until their successors shall be duly elected and qualified or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

**SECTION 3. PLACE AND NOTICE OF DIRECTOR'S MEETINGS; PARTICIPATION BY CONFERENCE CALL, ETC.** The Board of Directors shall meet in conjunction with the Annual Meeting of the Membership of the Association and shall hold no less than one (1) additional regular meeting at times and places to be determined by the Chairman. Special meetings shall be called by the Chairman upon receipt of a written request approved by four (4) or more members of the Board of Directors. Annual meetings of the Board of Directors for the purpose of holding Board elections, constituting Committees and undertaking other activities to be performed on a yearly basis shall be held as soon as possible after the beginning of the Association's new fiscal year. Annual meeting agendas shall include review of financial statements of the previous fiscal year, approval of the Association's budget, and as applicable, election of Officers. Members of the Board of Directors or of any Committee designated thereby may participate in a meeting of such Board or Committee by means of a telephone or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

**SECTION 4. QUORUM OF THE BOARD OF DIRECTORS.** Fifty percent of the whole Board of Directors shall constitute a quorum at any meeting of the Board. A quorum will be required for a meeting of the Board and any less number will require adjournment until a quorum can be present. Where a tie vote results during the course of Board action, the Chairman of the Board will have the right to cast an additional, tie-breaking vote and make the final determination in his or her absolute discretion.

**SECTION 5. COMMITTEES.** The Chairman in conference with the Board may appoint standing and ad hoc Committees, Committee chairs and Committee members as required to advise the Board and for the operation of the Association. The Association shall have the following standing Committees, which will operate under the direction and leadership of the

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Chairman or his/her designate. Each Committee will perform the activities and functions specified by the Board:

- **Executive Committee.** The Executive Committee shall be composed of the Chairman, the First Vice President, the Second Vice President, and the Secretary/Treasurer. The Executive Committee may exercise the powers of the Board of Directors when the Board of Directors is not in session, except to approve an amendment of the articles of incorporation, a plan of merger or consolidation, a sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the Association, the voluntary dissolution of the Association, or revocation of voluntary dissolution proceedings.
  
- **Nomination Committee.** No less than ninety (90) days prior to the end of the Association's fiscal year, the Chairman of the Association shall appoint a Nomination Committee Chairman and Committee of no less than three (3) persons from the Board of Directors to nominate candidates for the Board of Directors and Officers, as applicable. The Nominating Committee shall recommend for Board approval a slate of candidates to be submitted to the Association Membership for the election of the Directors coming up for election that year, and a slate of candidates to serve as Officers, as applicable. The Nominating Committee shall recommend to the Board one person for election to each available elective Director or Officer position (as applicable), and recommend replacements for any vacancies that may occur in any Officer or Directorship during the regular term. Once the Board has determined the final slate of applicable Directors to be considered for election in any given year, a copy of the slate of proposed Directors shall be mailed or e-mailed to the last recorded address of each Full Member (i) at least thirty (30) days before the date by which ballots are due in the event mail is used, or at least fifteen (15) days before the date by which ballots are due in the event e-mail is used; or (ii) along with any applicable notice of meeting, if the Directorship vote is to occur at such meeting. The Board of Directors election must be concluded prior to the end of the Association's fiscal year.

**SECTION 6. COMPENSATION.** Directors and Officers as such shall not receive any compensation for their services, but 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 Director or Officer from serving the Association in any other capacity and receiving compensation for such services.

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**SECTION 7. CHANGE IN COMPANY AFFILIATION, RESIGNATION OR**

**REMOVAL.** Any Director who changes his company affiliation while serving on the Board will continue to serve out his/her term on the Board, if this is still desired by the Director and allowed by his/her company, so long as the Director's new Company is or becomes a Member of the Association within ninety (90) days of the Director's change in affiliation. Any Director may resign at any time by giving written notice to the Chairman of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman of the Board. Any Director may be removed by a two-thirds (2/3) vote of the full Board of Directors. The Director being considered for removal shall not be entitled to vote on the removal issue; however, a statement of the charges justifying removal shall have been provided to the Director at least ten (10) business days before a final action is taken thereon. This statement shall include notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the Director shall have the right to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken by the Board thereon.

**SECTION 8. VACANCIES.** Any vacancies that may occur on the Board of Directors by reason of increase in the number of Directors, death, resignation, removal or otherwise may be filled for the unexpired term by a majority vote of a quorum of the remaining members of the Board.

**ARTICLE VIII- OFFICERS**

**SECTION 1. ELECTION OF OFFICERS.** Any Member of the Association may be an Officer of the Association, provided that no Associate Member may serve as President of the Association, and in any event the President must at all times be a Full Member. The elective Officers of this Association shall be a President, a First Vice President, a Second Vice President, and a Secretary/Treasurer. These officers shall be elected every year from and by the Board of Directors at the annual meeting of the Board of Directors. Election shall require a majority vote of all members of the Board of Directors. Any former Association Officer may be re-elected for another term, or elected to another Officer position, without restriction.

**SECTION 2. TERMS.** Newly elected Officers shall assume their offices effective as of commencement of the next fiscal year unless otherwise determined by the Board, and shall continue in office until their successors shall be duly elected, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

**SECTION 3. VACANCIES.** Vacancies in any office may be filled for the balance of the term thereof by majority vote of a quorum of the Board of Directors at any regular or special meeting.

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**SECTION 4. DUTIES OF THE PRESIDENT/CHAIRMAN.**

A. The President shall be the principal Officer of the Association, shall preside at meetings of the Association and serve as Chairman of both the Board of Directors and of the Executive Committee. The President shall also, at the annual meeting of the Association and at such other time as shall be deemed proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in the opinion of the President tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessary incident to the office of President of the Association and/or Chairman of the Board of Directors of the Association, or as may be prescribed by the Board of Directors.

B. The President shall have responsibility for the management and direction of all operations, programs, activities, and affairs of the Association, including employment and termination of employment, and the determination of compensation of members of the staff and supporting personnel. The President shall be responsible to ensure the Association functions within the framework of policy aims and programs as generally determined by the Board of Directors. Any and all responsibilities for the management and direction of the Association may be delegated by the President at any time, to another Officer of the Association, to any Full or Associate Member, to a hired or contracted administrative "Executive Director" of the Association, or to any other employee or contractor of the Association, if and as deemed appropriate in the President's sole discretion.

C. The President shall have co-responsibility and authority (along with the concurrent responsibility and authority held by the Secretary/Treasurer) to approve and execute all expenditures of the Association. This responsibility may be delegated by the President from time to time as he or she deems necessary and appropriate. Notwithstanding this responsibility and authority, single expenditures of more than Five Thousand Dollars (\$5,000) must be approved by a majority of the Executive Committee of the Board of Directors.

D. The President shall have such other duties as may be prescribed by the Board. The President serves at the pleasure of the Board of Directors and may be terminated at any time upon a majority vote of the Board of Directors.

**SECTION 5. DUTIES OF THE FIRST VICE PRESIDENT.**

A. The First Vice President may be delegated by the Chairman to perform the Chairman's duties on the Board and the President's duties within the Association, in the event of the Chairman's temporary disability or absence from Board meetings and/or the President's temporary disability or absence from Association meetings. In the event of the President/Chairman's permanent disability or resignation as an Officer / Board Member of the Association, the First Vice President shall assume the position of President of the Association and Chairman of the Board for the remainder of the pending term.

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B. The First Vice President will serve as a Member of the Executive Committee of the Board of Directors. The First Vice President shall have such specific duties as may be prescribed by the President and/or the Board. The First Vice President serves at the pleasure of the Board of Directors and may be terminated upon a majority vote of the Board of Directors.

**SECTION 6. DUTIES OF THE SECOND VICE PRESIDENT.** The Second Vice President will serve as a Member of the Executive Committee and may be delegated by the President to assist with tasks of the Association, as necessary.

**SECTION 7. DUTIES OF THE SECRETARY/TREASURER.** It shall be the duty of the Secretary/Treasurer to give notice of, attend, and create Minutes relating to, all meetings of the Board of Directors and of the membership of the Association, to keep a record of all proceedings, to attest to documents and to perform such other duties as the President may request from time to time and as are usual for such officials or as may be duly assigned to the position of Secretary/Treasurer. In addition, the Secretary/Treasurer shall keep an account of all moneys received and expended for the use of the Association, and shall have the same, concurrent authority and responsibility as the President for making disbursements of Association funds to conduct the normal business of the Association, provided that single expenditures of more than Five Thousand Dollars (\$5,000) must be approved by a majority of the Executive Committee. All sums received shall be deposited in the bank or banks, or trust company, approved by the Board of Directors, and the Secretary/Treasurer shall make a report at the annual meeting of the Membership or when otherwise called upon by the President/Chairman. Funds may be drawn only upon the signature of the President, the Secretary/Treasurer, or their designees. The funds, books, and vouchers in the Secretary/Treasurer's hands shall, with the exception of confidential reports submitted by Members, at all times be subject to verification and inspection by the President, the First Vice President, and the Board of Directors. The Secretary/Treasurer shall be responsible to ensure that all tax and other reports required by law are timely filed and shall provide a year-end financial report to the membership of the Association at the Annual Meeting. The Secretary/Treasurer will work closely with any hired or contracted Executive Director of the Association, and may delegate some of these duties to the Executive Director or to any other employee or contractor of the Association if approved by the President/Chairman.

**SECTION 8. RECORDKEEPING.** The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and its Members. The Association shall keep at its principal office a record of the names and addresses of its Full Members and Associate Members, respectively. All books and records of the Association may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time and with reasonable notice. The record of the names of Full Members shall be prima facie evidence of the right to vote. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

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**SECTION 9. CONFLICT OF INTEREST.** All Officers are expected to conduct their activities with integrity, and disclose any possible conflicts of interest, or the possible appearance of a conflict of interest, to the President, and in the case of the President, to all other Board members. In the event that a conflict of interest, or the appearance of a conflict of interest, is determined to be applicable, the Officer will recuse himself or herself from any votes or activities related to the conflict. If requested by at least four (4) Board Members, the conflicted Officer will abstain from any votes or activities as requested.

**SECTION 10. REMOVAL OF OFFICERS.** Any Officer elected or appointed may be removed by a two-thirds (2/3) vote of the Full Members whenever in their judgment the best interests of the Association will be served thereby. The Officer being considered for removal shall not be entitled to vote on the removal issue; however, a statement of the charges justifying removal shall have been provided to the Officer at least ten (10) business days before a final action is taken thereon. This statement shall include notice of the time and place of the meeting of the Full Members at which the charges shall be considered and the Officer shall have the right to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken by the Full Members thereon. Notwithstanding the above, any Officer who does not, in his or her capacity as a member of the Board of Directors, attend (or otherwise participate in) at least two-thirds (2/3) of the Board of Director meetings held in any given fiscal year will not be eligible for re-election as an Officer of the Association, and will be deemed to automatically resign his or her Directorship with the Association effective as of the commencement of the next fiscal year, unless the required number of absences are deemed excused by the Chairman of the Board in his or her discretion.

**ARTICLE IX - MISCELLANEOUS**

**SECTION 1. FISCAL YEAR.** The fiscal year of the Association shall run from March 1 through the end of February the following year.

**SECTION 2. AUTHORITY TO HIRE AND/OR CONTRACT AN EXECUTIVE DIRECTOR OF THE ASSOCIATION AND OTHER CONTRACTORS/EMPLOYEES.**

The Board of the Association shall review, and as appropriate, authorize the President to enter into legally enforceable substantive contracts on behalf of the Association. Such contracts shall include, but not be limited to, significant employment, consultant, professional and other contracts, including a hired or contracted administrative position of Executive Director of the Association, provided that subject to the obligation to obtain Executive Committee approval for single expenditures in excess of Five Thousand Dollars (\$5,000), the President shall have the authority to enter into routine contracts necessary for the proper functioning of the Association or otherwise for the Association's benefit, without specific Board approval. All employees and contractors, including any employee or contractor holding the position of Executive Director of

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the Association, shall report directly to the President/Chairman, unless the President/Chairman has otherwise delegated this responsibility.

**SECTION 3. CONSENT IN LIEU OF MEETING.** Any action required by these By-Laws to be taken at a meeting of the members or directors of the association, or any action which may be taken at a meeting of the Members or Directors or of a Committee of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the required number of Members, Directors or Committee members (as applicable) from those entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote thereon.

**SECTION 4. SEAL.** The Association shall have a seal of such design as the Board of Directors may adopt from time to time, as the Board deems appropriate.

**SECTION 5. EMPLOYEE/CONTRACTOR REPORTING RELATIONSHIPS.** Those employed by the Association on a full or part-time basis, and contractors or consultants retained by the Association, will report directly to the President or his or her designee. In the event that the President cannot properly manage or oversee such employees, contractors or consultants for any reason, then unless otherwise designated by the President, the First Vice President will assume the responsibility for management and oversight.

**SECTION 6. INDEMNIFICATION.** The Association may, by resolution and approval of the majority of the Board of Directors, provide for indemnification by the Association to the full extent permitted by law, of any and all of its Directors, Officers, former Directors or Officers, employees or agents against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of the Association, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence, recklessness or willful misconduct in the performance of duty. To the extent that a Director, Officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, he or she may be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith. Any indemnification shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has not engaged in such grossly negligent, reckless or willful misconduct. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum of the disinterested Directors, or (2) if such a quorum is not attainable, or, even if obtainable a quorum of disinterested directors so requests, by independent legal counsel in a written opinion.

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**SECTION 7. DISSOLUTION.** 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.

**SECTION 8. AMENDMENTS.** These By-laws may be amended, restated, repealed, or altered, in whole or in part, by a two-thirds (2/3) vote at any meeting of the Board of Directors; provided, that a copy of any amendment or restatement proposed for consideration shall be included in the notice of the meeting.

**SECTION 9. INTERPRETATIONS.** Interpretations and /or clarification of the By-Laws and any disputes regarding the meaning or intent of any provision of the By-Laws shall be by two-thirds (2/3) vote of the Board, after due consideration of the recommendation of the Chairman and the immediate past President.

**SECTION 10. AUTHORIZATION.** The Association is authorized to engage in any lawful activities consistent with its Mission and its not-for-profit status.

**[ END OF AMENDED AND RESTATED BY-LAWS ]**