



**Agriculture • Industry • Government • Community**  
**Working Together to Nourish the Nation**

**AMERICAN COMMODITY DISTRIBUTION ASSOCIATION (ACDA)**  
**BYLAWS CHANGES**  
**Revised MAY 2018**

**ARTICLE I - NAME**

The name of this organization shall be the "American Commodity Distribution Association", hereinafter referred to as the "Association".

**ARTICLE II - PURPOSE**

The purpose of this Association shall be to:

- A. Promote the Food Distribution Program as an effective means of assisting American agriculture and feeding programs for people.
- B. Encourage and develop the most effective and efficient ways and means of acquiring and distributing foods through USDA Food Distribution Program.
- C. Encourage and develop the highest standards of professionalism among Association members.
- D. Represent the collective interest of Association members on issues affecting the Food Distribution Program and foods acquired there under.
- E. Assemble, analyze, and disseminate information relative to the Food Distribution Program and foods acquired there under.

**ARTICLE III - MEMBERSHIP**

**A. CATEGORIES OF MEMBERSHIP** - Membership in the Association shall consist of seven categories:

- 1. STATE/TERRITORY MEMBER** - A State/Territory member shall be a state/territory agency having a cooperative agreement with the U.S. Department of Agriculture to distribute foods through USDA Food Distribution Program or a state/territory agency administering other federal nutrition programs. There may be multiple member agencies from each state/territory.
- 2. INDUSTRY MEMBER** - An Industry member shall be any profit-motivated company or business

supplying, manufacturing, or further processing foods through USDA Food Distribution Program.

3. **ASSOCIATE MEMBER** - An Associate member shall be an organization or company involved in the storage, distribution, and transportation of foods through USDA Food Distribution Program and other businesses including but not limited to attorneys, consultants, brokers, and accountants.
4. **ALLIED AND AGRICULTURAL ORGANIZATION MEMBER** - An Allied and Agricultural organization member shall be a nonprofit organization with interests in foods Program through USDA Food Distribution, including but not limited to agricultural organizations, professional associations, and nonprofit organizations.
5. **SCHOOL PROGRAM RECIPIENT AGENCY MEMBER** - A School Program Recipient Agency member shall be a local agency participating in a Food Distribution program with an agreement with a state or territory. A School Program Recipient Agency member may be a school food service authority or a cooperative. Cooperatives, since they are composed of a group of school food service authorities, are also classified as school program recipient agency members. In order to participate in this membership category, a cooperative must be a not for profit entity that has a written contract or agreement with a recipient agency, a group of recipient agencies or a state agency. The cooperative shall provide a copy of their agreement or contract with their request for ACDA membership.
6. **HOUSEHOLD PROGRAM RECIPIENT AGENCY MEMBER** - A Household Program Recipient Agency member shall be a TEFAP Recipient Agency (which includes Food Banks, Pantries, Soup Kitchens and Community Action Agencies); a CSFP Provider; a FDPIR Provider; or a charitable institution.
7. **INDIVIDUAL MEMBER** - An Individual member shall be an individual that does not meet the definition of any other category of membership and is not employed by an entity which meets one of the definitions.

## **B. RIGHTS AND PRIVILEGES OF MEMBERS**

1. All members, whose dues are currently paid, except those members who fall under the individual membership category shall be entitled to cast one vote on matters brought before the Association membership.
2. Only Representatives of State/Territory members may serve as Executive Board elected officials of the Association.
3. All members shall be eligible to serve on committees of the Association.
4. All members shall be eligible to attend the Annual National Conference.
5. All members shall be eligible to receive information and publications prepared by or for the Association.

## **C. DUES**

1. Dues for the membership in the Association shall be for a period from January 1 of each year to December 31 of the same year.
2. Membership dues shall be established by the Board of Directors.

3. Membership in the Association and all rights and privileged shall be terminated if at any time membership dues are unpaid.
4. Annual dues shall be due on the first day of the fiscal year.
5. Annual dues shall be paid directly to the Association's Executive Director.

#### **D. VOTING**

1. Unless otherwise noted, Association business may be conducted by accepting a simple majority vote of those voting members present.

### **ARTICLE IV - ORGANIZATION STRUCTURE**

#### **A. BOARD OF DIRECTORS**

1. **COMPOSITION** - Voting members of the Board of Directors shall consist of the Past President, President, President-elect, Vice President, Secretary, Treasurer, State Representative, Industry Representative, Associate Representative, Allied and Agricultural Organization Representative, School Program Recipient Agency Representative and Household Program Representative.

#### **2. RESPONSIBILITIES** - As the governing body of the Association, the Board of Directors:

- a. Shall be vested with the powers, duties, and responsibilities, both specific and implied, as set forth in the Bylaws to take final action upon any matter affecting the welfare of the Association, which occurs at such time it cannot be reasonably acted upon by the membership, and shall advise Association members of its actions.
- b. Fills any vacancy of an elective office of the Association.
  - b(i). A vacancy shall occur in any office in the event that the person holding that office resigns, is no longer actively employed or engaged in a role specific to the eligible membership categories of the Association, or if the officer misses two (2) consecutive regular meetings of the board in any fiscal year, unless such absences are excused by the Board and the reasons, therefore, entered into the minutes of the Board.
- c. Manages and directs the financial affairs of the Association.
- d. Establishes operation procedures in the conduct of Association business.
- e. Employs persons or firms to represent or act on behalf of the Association and defines their specific responsibilities.

All Board Members must be actively employed or engaged in food distribution, or if their board position represents a specific membership category, they must be employed or engaged in that category.

#### **2. THE EXECUTIVE BOARD** - Within the Board of Directors, consists of the following: the Past President, President, President-Elect, Vice President, Secretary, and Treasurer. The Executive Board shall meet at the call of the President. Its duties are to:

- a. Provide direction to the Public Policy Committee on legislative, regulatory, and other governmental policy matters as appropriate.

- b. Establish expenditure reimbursement policies concerning individual travel on official Association business.
- c. Authorize and establish procedures for publications.
- d. Perform other Association duties as directed by the Board of Directors.

**B. COMMITTEES OF THE ASSOCIATION** – The President shall establish all committees to align with the goals of the strategic plan. Each committee will have a purpose statement and shall be vested with the power to perform only those assignments as prescribed by the President.

### **1. COMMITTEE RULES AND PRACTICES**

- a. All members of the association are eligible to participate on all committees.
- b. The committee Chairperson(s) is appointed by the incoming president at the beginning of ACDA ANC.
- c. The committee Chairperson(s) appoints the committee members with the approval of the incoming president.
- d. Committee Chairperson(s) should strive to get representation from all membership categories.
- e. Any committee is properly convened when it is meeting pursuant to call by the Chairperson(s) with reasonable notice to all members and a majority of the members are present.
- f. The President or in his/her absence, the President-Elect, is an ex-officio member of all committees.
- g. All committee meetings are executive sessions and other individuals may attend only upon invitation from the committee Chairperson(s).
- h. An adopted committee report or recommendation shall be given to the President by the Chairperson(s) either orally or in writing as the President prescribes.

### **5. MEMBERSHIP COMMITTEE**

The Membership Committee shall be an Association committee to promote membership within all eligible categories and to encourage active participation in the Association.

### **6. LEADERSHIP DEVELOPMENT COMMITTEE**

- a. The Leadership Development Committee shall be an Association committee to investigate the availability and qualifications of all nominees for elective offices and select qualified nominees for such office.
- b. The committee shall determine the availability and qualifications of all State/Territory member representatives as nominees for elective offices and select qualified nominees for such offices.
- c. Members of this committee are not barred from becoming nominees.
- d. The President of the Association is Chairperson of the committee and shall report to the members of

the Association at the next ANC and conduct the election of Association officers.

## **7. FINANCE COMMITTEE**

- a. Finance Committee shall be an Association committee consisting of the President, President Elect, Treasurer and Executive Director. They will develop an annual budget.
- b. The Finance Committee shall submit a balanced budget proposal to the Board of Directors no later than the Fall Board of Directors meeting.
- c. The treasurer will contract with an outside source to perform a financial review of the Association's financial records.

## **9. PUBLIC POLICY COMMITTEE**

- a. A Public Policy Committee shall be an Association committee to evaluate, interpret, recommend and respond to federal legislation and regulatory matters as appropriate.
- b. Informs the membership of legislative issues that may affect the Association.
- c. Develops legislative policy/position for consideration by the Executive Board. Act on behalf and at the direction of the Executive Board on legislative matters.

## **ARTICLE V – ASSOCIATION OFFICERS**

**A. ELECTED OFFICERS** - At its Annual National Conference, the Association shall elect a Vice-President, Secretary, and Treasurer. Any representative of a State/Territory member shall be eligible to serve as an Executive Officer of the Association. The Board of Directors shall fill vacancies occurring in elective offices by a majority vote of the remaining eligible voting members for the balance of the year until the next Annual National Conference, at which time an election shall be held. The primary responsibilities and duties of each officer are listed below.

**1. PRESIDENT** - The President is the chief executive officer of the Association and shall serve one year in the capacity, and shall serve as a Past President immediately following the term as President. The responsibilities of the President are as follows:

- a. Represents the Association in all matters.
- b. Serves as Chairperson on the Board of Directors as an eligible voter of that Board.
- c. Serves as ex-officio member of all committees.
- d. Appoints Chairpersons of committees.
- e. Approves the committee members.
- f. Calls meeting of the Board of Directors and prepares the agenda.
- g. Plans and coordinates the business of the Association.
- h. Coordinates the planning of the ANC.
- i. Authorizes expenditures of the Association funds subject to approval by the Board of

Directors.

**2. PAST PRESIDENT** – The Past President shall serve one year term immediately following the term as President. The responsibilities of the Past President are as follows:

- a. Mentors President and President-Elect
- b. Serves as a voting member of the Executive Board and Board of Directors.
- c. Carries out duties as the Board or the President may designate.

**3. PRESIDENT-ELECT** - The President-Elect shall serve one-year and succeeds to the office of the President at the end of the Annual National Conference. The responsibilities of the President-Elect are as follows:

- a. Studies the duties and responsibilities of the President.
- b. Serves on the Board of Directors as a voting member.
- c. Performs the duties of the President in the absence of the President.
- d. Becomes the President in the event the office of President is declared vacant by the Board of Directors.
- e. Carries out the duties as assigned by the President.
- f. Responsible for the Annual National Conference program.

**4. VICE-PRESIDENT** - The Vice-President shall serve one year and succeed to the office of President-Elect at the end of the Annual National Conference. The responsibilities of the Vice-President are as follows:

- a. Studies the duties and responsibilities of the President-Elect.
- b. Serves on the Board of Directors as a voting member.
- c. Performs the duties of the President-Elect in the absence of the President-Elect.
- d. Becomes the President-Elect in the event the office of the President-Elect is declared vacant by the Board of Directors.
- e. Vice President, or their designee performs site visits to approve potential ANC locations.
- f. Assist President-Elect in planning the annual conference.

**5. SECRETARY** - The Secretary shall serve a two-year term and may be elected for two consecutive terms. Elections for Secretary shall be held in even numbered years. The responsibilities of the Secretary are as follows:

- a. Assists the Management Company in taking minutes and reviews the minutes for all Board of Directors, Business and Planning Committee meetings of the Association.
- b. Serves on the Board of Directors as a voting member.
- c. Manages the Association Scholarship Program and prepares recommendations to Executive Board for approval.

d. Receives and consider all proposed amendments to the Association Bylaws and resolutions pertaining to the welfare of the Association.

d(i). Voting members may submit proposals to the Secretary for consideration provided it is submitted no later than January 10<sup>th</sup> of the current year.

e. Maintain updates and revisions of the Policy and Procedure manual of the Association.

f. Carries out the duties as assigned by the President.

**6. TREASURER** - The Treasurer shall serve a two-year term and may be elected for two consecutive terms. Elections for Treasurer shall be held in odd numbered years. The responsibilities of the Treasurer are as follows:

a. Serves as a member on the Association's Finance Committee to develop an annual budget.

b. Submits a financial report, as prepared by ACDA's Management Company, to the members at the Annual National Conference of the Association.

c. Helps the Management Company in supervising and monitoring the funds of the Association.

d. Provides the status of the Association funds when called upon to do so by the President or the Board of Directors.

e. Serves on the Board of Directors as a voting member.

f. Assists in directing and preparation of the Association's financial reviews, reports and tax returns.

g. Approves the travel reimbursements for the association management company staff.

## **B. REPRESENTATIVE FOR STATE AGENCIES**

**1. ELECTION** - State members shall elect a State Representative to serve a two-year term, who may be elected for two consecutive terms.

a. Each State/Territory member shall have one vote. Election shall be by majority of the members voting. The newly elected Regional State Representatives shall be announced by the incoming President at the final session of the Annual National Conference.

b. The State Representative shall be elected on the odd numbered years.

## **2. RESPONSIBILITIES**

a. Serves as a communication link with State/Territory members and coordinates Association activities as requested by the President.

b. Serves as a voting member on the Board of Directors.

## **C. INDUSTRY REPRESENTATIVE**

**1. ELECTION** - The Industry members shall elect an Industry Representative to serve

a two-year term and he/she may be elected for two consecutive terms.

- a. The Industry Representative shall be elected in odd numbered years prior to the end of the Annual National Conference.

## **2. RESPONSIBILITIES**

- a. The Industry Representative shall serve as a communication link with Industry members.
- b. Serves as a voting member on the Board of Directors.
- c. With Vice President, or designee, conducts site visits to approve potential ANC Locations.

## **D. ASSOCIATE REPRESENTATIVE**

**1. ELECTION** – The Associate members shall elect an Associate Representative to serve a two-year term and he/she may be elected for two consecutive terms.

- a. The Associate Representative shall be elected in even numbered years prior to the end of the Annual National Conference.

## **2. RESPONSIBILITIES**

- a. The Associate Representative shall serve as a communication link with Associate members.
- b. Serves as a voting member on the Board of Directors.

## **E. ALLIED AND AGRICULTURAL ORGANIZATION REPRESENTATIVE**

**1. ELECTION** - The Allied and Agricultural Organization members shall elect an Allied and Agricultural Organization Representative to serve a two-year term and he/she may be elected for two consecutive terms.

- a. The Allied and Agricultural Organization Representative shall be elected in odd numbered years prior to the end of the Annual National Conference.

## **2. RESPONSIBILITIES**

- a. The Allied and Agricultural Organization Representative shall serve as a communication link with Allied and Agricultural Organization members.
- b. Serves as a voting member on the Board of Directors.

## **F. SCHOOL PROGRAM RECIPIENT AGENCY REPRESENTATIVE**

**1. ELECTION** - The School Program Recipient Agency members shall elect a School Program Recipient Agency Representative to serve a two-year term and he/she may be elected for two consecutive terms.



- a. The School Program Recipient Agency Representative shall be elected in even numbered years prior to the end of the ANC.

## **2. RESPONSIBILITIES**

- a. The School Program Recipient Agency Representative shall serve as a communication link with the School Program Recipient Agency membership.
- b. Serves as a voting member on the Board of Directors.

## **G. HOUSEHOLD PROGRAM REPRESENTATIVE**

**1. ELECTION** - The ACDA membership shall elect a Household Program Board Representative to serve a two-year term and he/she may be elected for two consecutive terms.

The Household Program Representative shall be a state agency member or a household program recipient agency that administers a Household Food Distribution Program.

- a. The Household Program Recipient Agency Representative shall be elected in odd numbered years prior to the end of the ANC.

## **2. RESPONSIBILITIES**

- a. The Household Program Recipient Agency Representative shall serve as a communication link with the Household Program state membership and Household Program recipient agency membership.
- b. Serves as a voting member on the Board of Directors.

## **H. EMPLOYEES**

**1. DESIGNATION** - An individual or firm may be employed for and on behalf of the Association pursuant to such terms and conditions as established by the Board of Directors in the official position description and contract. Such employment shall require a majority vote of the Board of Directors.

## **ARTICLE VI - MEETINGS**

### **A. TYPE OF MEETING**

**1. BOARD OF DIRECTORS** - A meeting of the Board of Directors may be called at any time by the President or by a majority of the voting members of the Board to review and conduct the business of the Association. Issues brought before the Board of Directors, shall be determined by a majority vote, consisting of a quorum of two thirds of all State/Territory members of the Board, either present or by mail ballot, on all actions taken. The Board of Directors shall meet twice a year in addition to meeting prior the ANC.

**2. COMMITTEE MEETINGS** - The Chairpersons of Association committees may call meetings of its members at any time to accomplish its assignment. Place, time, and expense must be approved by the President.

**3. SPECIAL MEETINGS** - Special meetings of the Association membership may be called by a majority vote of the Board of Directors.

**4. ANNUAL NATIONAL CONFERENCE** -There shall be an annual meeting of Association membership that shall be known as the Annual National Conference.

a. The place of each Annual National Conference shall be determined at least three years in advance during the Annual National Conference as presented by the Meeting Planner and/or Executive Director.

b. The rotation of conference schedules can be interrupted if approved by the Board of Directors.

**B. EXPENSES** - The President shall approve the reimbursement of, and procedures for, expenditures of individuals who travel on official Association business in accordance with the reimbursement policy established for the Association by the Executive Board.

## **ARTICLE VII - PUBLICATIONS**

A. The Executive Board shall authorize and establish procedures for publications as needed. Such publications shall be available to non-Association members as determined by the President.

## **ARTICLE VIII - FISCAL YEAR**

A. The fiscal year for the Association shall be January 1 through December 31 of each year.

## **ARTICLE IX - PARLIAMENTARY AUTHORITY**

A. The current edition of Roberts Rules of Order Newly Revised shall be the authority on all questions of parliamentary law and procedure.

## **ARTICLE X - IMPEACHMENT**

A. The Board of Directors may consider accusations of misconduct or unethical practices against any Association member. Proper notice as to the time and place of the hearing shall be given to all parties of interest. If the Board of Directors determines that such accusations are true and continued membership would be an undesirable reflection on the Association, the member shall be expelled from the Association membership activities. A report of the findings shall be submitted to the membership at its next Annual National Conference. An expelled member may only be reinstated by a three-fourths vote of the eligible voting membership present at the Annual National Conference.

## **ARTICLE XI - RESOLUTIONS AND BYLAWS AMENDMENTS**

**A. METHOD OF PROPOSAL** - Resolutions and amendments to these Bylaws may be considered at each Annual National Conference. Members may propose Bylaw amendments and resolutions by submitting a written proposal signed by two members to the Secretary not later than January 10<sup>th</sup> of the current year.

**B. PROCEDURE FOR RESOLUTIONS AND BYLAW AMENDMENTS** - Resolutions and Bylaw Amendments may be adopted after floor consideration at the Annual National Conference by two-thirds vote of eligible voting members in attendance and provided all members were emailed notice at least thirty days prior to the opening session of the Annual National Conference.

**C. RESOLUTIONS** - which have not been emailed to the membership thirty days prior to the opening session of the Annual National Conference may be adopted after floor consideration at the Annual National Conference by a three-fourths vote of eligible voting members in attendance provided printed copies are available to all members present during the consideration and vote.

**D. OTHER PROVISIONS** - Technical and administrative changes, such as typo/grammatical errors and any minor changes needed to the bylaws shall be made by the Board with a majority vote of the Board provided that a quorum of majority state agency representatives participate in person or via email/mail ballot. Any changes to Board structure will come before the membership for vote.

a. The effective date for technical changes and administrative changes, will be adopted at the conclusion of the Board meeting.

## **ARTICLE XII - EFFECTIVE DATE**

A. The effective date is upon adoption at the Annual National Conference.

## **ARTICLE XIII - DISSOLUTION**

**A. DISSOLUTION** - the Board of Directors may adopt a resolution to dissolve the Association. Upon adoption, the Board of Directors shall provide a notice of the resolution to all members entitled to vote on matters brought before the Association and schedule a meeting to take action upon the resolution.

**B. DISTRIBUTION OF ASSETS** - Upon dissolution or final liquidation of the Association, the Board of Directors shall after paying or making provisions for the payment of all of the liabilities of the Association, dispose of the remaining assets of the Association for an exempt purpose. No part of the assets, income, profits or net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of its purposes.

## **Membership Privileges and Benefits**

Revised September 2013

All members except recipient agencies and individual members, whose dues are currently paid, shall be entitled to cast one vote on matters brought before the Association.

- Representatives of State/Territory members may serve as elected officials of the Association.
- All members shall be eligible to serve on committees of the Association.
- All members shall be eligible to attend the ACDA Annual National Conference.
- All members shall be eligible to receive information and publications prepared by or for the Association.
- Receive a current ACDA directory, by way of our website, with the names, addresses, telephone numbers and e-mail addresses of ACDA members and other Commodity Officials.
- Network with the membership during the annual National Conference. This is an opportunity to clarify, explain and discuss details of USDA Foods, food processing, distribution and marketing.
- Keep informed about important issues on Capitol Hill and how USDA Food Distribution Programs may be affected. ACDA provides a forum for communication with key agricultural personnel, Congress and allied organizations.

# American Commodity Distribution Association (ACDA)

## Membership Categories

**1. STATE/TERRITORY MEMBER** – A State/Territory member shall be a state/territory agency having a cooperative agreement with the U.S. Department of Agriculture to distribute federally donated foods or a state/territory agency administering other federal nutrition programs. There may be multiple member agencies from each state/territory.

**Membership Dues = \$325.00**

**2. INDUSTRY MEMBER** – An Industry member shall be any profit motivated company or business supplying, manufacturing, or further processing federally donated foods.

**Membership Dues = \$425.00**

**3. ASSOCIATE MEMBER** - An Associate member shall be an organization, company or individual involved in the storage, distribution and transportation of federally donated foods and other businesses or groups including but not limited to attorneys, consultants, brokers, accountants, educational service centers and purchasing co-ops.

**Membership Dues = \$425.00**

**4. ALLIED AND AGRICULTURAL ORGANIZATION MEMBER** – An Allied and Agricultural organization member shall be a nonprofit organization with interests in federally donated foods including but not limited to agricultural organizations, professional associations and nonprofit organizations. This would include state school food service associations.

**Membership Dues = \$325.00**

**5. SCHOOL PROGRAM RECIPIENT AGENCY MEMBER** – A School Program Recipient Agency Member shall be a local agency participating in a Food Distribution program with an agreement with a state or territory. A School Program Recipient Agency member may school food authorities or a cooperative. Cooperatives, since they are composed of a group of school food service authorities, are also classified as school program recipient agency members. In order to participate in the membership category, a cooperative must be a not for profit entity that has a written contract or agreement with a recipient agency, a group of recipient agencies or a state agency. The cooperative shall provide a copy of their agreement or contract with their request for ACDA membership.

**Membership Dues = \$175.00**

**6. HOUSEHOLD PROGRAM RECIPIENT AGENCY MEMBER** - A Household Program Recipient Agency member shall be a TEFAP Recipient Agency (which includes Food Banks, Pantries, Soup Kitchens, Community Action Agencies); a CSFP Provider; a FDPIR Provider; or a charitable institution.

**Membership Dues = \$175.00**

**7. INDIVIDUAL MEMBER** – An individual member shall be an individual that does not meet the definition of any other category of membership and is not employed by an entity, which meets one of the definitions.

**Membership Dues = \$175.00**