

BYLAWS OF DIETARY MANAGERS ASSOCIATION, June 2011
Doing business as the “Association of Nutrition and Foodservice Professionals” (“ANFP”)

ARTICLE I - NAME

Section 1. NAME: This Association shall be known as Dietary Managers Association doing business as the “Association of Nutrition and Foodservice Professionals” (“ANFP”) referred to as “DMA” in these bylaws.

Section 2. NOT FOR PROFIT: Dietary Managers Association shall be organized under the General Not for Profit Corporation Act of the State of Illinois.

ARTICLE II – PURPOSES AND MISSION

Section 1. PURPOSE: The purposes of this Association shall be as set forth in the Articles of Incorporation and to encourage and assist the development of the profession and to advance the skills of managing and/or directing of food service operations and as otherwise permitted by the laws of the State of Illinois.

Section 2. MISSION: The mission of the Association shall be as established from time to time by the Board of Directors.

ARTICLE III - MEMBERSHIP

Section 1. ACTIVE: The basic requirement shall be either educational instruction or success in passing a credentialing examination. The Board of Directors shall establish uniform standards which shall be used in determining eligibility for Active membership. Active members shall have the right to vote and to hold elective office in addition to such other rights as may be determined by the Board of Directors.

Section 2. ASSOCIATE: The basic requirement shall be interest in the activities of the Association. The Board of Directors shall establish uniform standards which shall be used in determining eligibility for Associate membership and classification of such members. Associate members shall have such rights as determined by the Board of Directors, but shall not have the right to vote or hold elective office.

Section 3. SUSPENSION OR TERMINATION OF MEMBERSHIP: Any member may be suspended or terminated for cause. Sufficient cause for such suspension or termination of the member shall be violation of the bylaws or any lawful rule or practice duly adopted by the Association or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by the affirmative two-thirds (2/3) vote of the then entire membership of the Board of Directors; provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken. This statement shall be accompanied by a 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 opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is to be taken.

ARTICLE IV – DUES

Section 1. ANNUAL DUES: Members shall pay annual dues in such amount as shall be determined by the Board of Directors.

Section 2. FORFEITURE OF MEMBERSHIP: Members who fail to pay their annual dues by July 1 of each fiscal year shall be notified that if payment is not made by July 31 of the same fiscal year, such member shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may by rule prescribe procedures for extending the time for payment of dues.

ARTICLE V - BOARD OF DIRECTORS

Section 1. DUTIES OF BOARD OF DIRECTORS: The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of these bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as it shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board of Directors shall also by majority vote have the authority to contract, employ and terminate an individual who shall serve as President and Chief Executive Officer (“CEO”) of DMA, and who, by contract and subject to periodic review by the Board, shall have overall management responsibility and executive authority for the Association.

Section 2. BOARD OF DIRECTORS ORGANIZATION: The Board of Directors shall consist of between twelve (12) and seventeen (17) members. The chair, chair-elect, secretary-treasurer and a number of Directors-at-Large to be determined by the Board shall be elected by the Active Members of the Association. The immediate past chair shall automatically assume office at the expiration of his/her term as chair. The Board of Directors shall also include certain Directors-at-Large who shall: reflect the broader membership and interests of DMA; be recommended by the Nominating Committee and elected by the Board; and, be entitled to vote on matters that come before the Board irrespective of Membership category. In addition the President/CEO of the Association shall be an ex officio member of the Board of Directors but without a vote.

Section 3. EXECUTIVE COMMITTEE ORGANIZATION: The chair, chair-elect, secretary/treasurer and immediate past chair shall constitute the Executive Committee within the Board of Directors. The President/CEO of the Association shall be an ex officio member as well but without a vote. The Executive Committee shall exercise the powers of the Board of Directors, to the extent permitted by law, between meetings of the Board of Directors.

Section 4. TERM OF OFFICE: All members of the Board of Directors shall hold office from immediately following the Annual Meeting after their election until the end of the Annual Meeting following their elected term and their successors have been duly elected and qualified. The terms of all Executive Committee members shall be one (1) year in length. At the end of the one (1) year term of office, the chair-elect shall automatically assume the office of chair for a term of one (1) year. Terms for Directors-at-Large shall be staggered and may be of variable lengths as shall be determined, from time to time, by the Board of Directors.

Section 5. DUTIES OF THE CHAIR: The chair shall be the principal elective officer of the organization, shall preside at meetings of the Association and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees except the nominating committee. The chair shall also, at the annual meeting of the Association and at such other times 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 chair’s opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of chair or as may be prescribed by the Board of Directors.

Section 6. DUTIES OF THE CHAIR-ELECT: The chair-elect shall serve in the absence of the chair, perform duties of the chair, in the event of the chair’s temporary disability or absence from the meetings, and shall have such other duties as the chair or the Board of Directors may assign.

Section 7. DUTIES OF THE SECRETARY/TREASURER: The secretary/treasurer shall be responsible for the financial affairs of the Association and ensure their consistency with the policies and procedures of the Association, attend all meetings of the Board of Directors, serve as chair of the budget/finance committee, perform such duties as shall be duly assigned by the chair of the Board of Directors, and assign administrative duties associated with the office of secretary/treasurer to the CEO.

Section 8. DUTIES OF THE IMMEDIATE PAST CHAIR: The immediate past chair shall attend all meetings of the Board of Directors and shall perform such duties as shall be duly assigned by the chair or the Board of Directors.

Section 9. RULES GOVERNING THE OFFICERS AND DIRECTORS: The officers and directors shall perform the duties prescribed by these bylaws and by the rules adopted by the Association and the laws of the State of Illinois.

Section 10. **ABSENCE FROM BOARD OF DIRECTORS MEETING:** Any member of the Board of Directors unable to attend a meeting shall, in a letter addressed to the chair or secretary/treasurer, state the reason for the absence. If a director is absent from two (2) consecutive meetings for reasons which the Board has failed to declare to be sufficient, the director's resignation shall be deemed to have been tendered and accepted.

Section 11. **REMOVAL.** A Director may be removed from office, either with or without cause, by a two-thirds (2/3) majority vote of those entitled to vote for directors as provided by law, these bylaws and the policies and procedures of the Association.

Section 12. **VACANCIES.** Any vacancy that may occur on the Board of Directors, or in any office other than office of chair by reason of death, resignation, or otherwise, may be filled by majority vote of the remaining members of the Board of Directors for the unexpired term in accordance with procedure adopted by the Board of Directors. In the event of a vacancy in the office of chair, the chair-elect shall assume the office for the remainder of the unexpired term and shall continue as chair for one (1) year thereafter.

Section 13. **QUORUMS.** A quorum of the Board of Directors shall be a majority of the then members of the Board.

ARTICLE VI – ELECTIONS AND VOTING

Section 1. **DUTIES OF THE NATIONAL NOMINATING COMMITTEE:** It shall be the responsibility of the national nominating committee to formulate the ballot for each election of officers and directors in accordance with policy adopted by the Board of Directors.

Section 2. **VOTING:** The election of national officers and directors, and voting on any other matter presented to the membership of the Association, may be conducted in accordance with the laws of the State of Illinois and these bylaws and procedures as determined by the Board of Directors through an electronic ballot. Ballots shall be made available to all those eligible to vote no less than thirty (30) days prior to counting the ballots. The election of officers and directors-at-large of DMA shall be by a preponderance of the votes cast, and all other questions, including amendments to these bylaws, shall be determined by a majority vote of those votes cast.

Section 3. **RIGHT TO VOTE IN NATIONAL ELECTION:** All Active Members in good standing shall be entitled to vote once in any national election on each position or question presented to the membership for a vote in person or by proxy.

Section 4. **PROXY VOTING.** Voting members shall be permitted to vote on matters by proxy in accordance with Illinois law and as authorized by the Board of Directors.

ARTICLE VII - MEETINGS

Section 1. **BOARD OF DIRECTORS:** The Board of Directors shall hold at least two (2) meetings in-person each year. Dates of these meetings shall be established by the chair with approval of the Board of Directors. In addition to the two regular meetings, special meetings may be called by the chair. Other than the in-person meetings, meetings of the Board of Directors, or committees thereof, may take place telephonically, electronically or through the Internet where it is possible for all participants to hear one another.

Section 2. **MEMBERSHIP:** The CEO shall be responsible for scheduling at least one (1) membership meeting each fiscal year.

Section 3. **ACTION WITHOUT A MEETING.** Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors, and shall be filed with the minutes of the Board of Directors or such committee.

ARTICLE VIII - QUORUM

For any matter requiring a vote of Active Members other than election of national officers and directors as provided in these bylaws, a quorum shall be a minimum of four hundred (400) active members present in person or by proxy at any duly called meeting.

ARTICLE IX - COMMITTEES

Section 1. STANDING: The chair, subject to approval of the Board of Directors, shall from time to time designate such standing committees as may be desirable to effectuate the objectives of the Association.

Section 2. STANDING COMMITTEE ORGANIZATION: Membership of each of the standing committees shall be determined by the chair-elect for service during his or her term of office as chair, or by the chair for standing committees designated during the chair's term of office. The appointer shall instruct each committee member as to the function of that committee and within these guidelines, each committee shall make its own rules and operating procedures.

Section 3. AD-HOC: The chair shall from time to time designate each ad hoc committee as may be desirable to effectuate the objectives of the Association.

Section 4. AD-HOC: COMMITTEE ORGANIZATION: Membership of each of the ad-hoc committees shall be determined by the chair. The chair shall instruct the ad-hoc committees as to the function of that committee and within these guidelines the committee shall make its own rules and operating procedures.

ARTICLE X- AFFILIATED STATE ASSOCIATIONS

Section 1. MEMBERSHIP REQUIREMENT: Members of the Association shall be a member of the National Association before they shall be a member of the State Association and/or District Association.

Section 2. AFFILIATION REQUIREMENT: Ten (10) or more DMA Members may be granted affiliation as a State Association upon approval of the Board of Directors. There shall be only one (1) affiliated State Association per state.

ARTICLE XI - PROCEDURE

Robert's Rules of Order Newly Revised, shall constitute the parliamentary authority for the conduct of meetings of the members of the Board of Directors of this Association when not in conflict with these bylaws.

ARTICLE XII - FISCAL YEAR

The fiscal year of this Association shall begin on June 1 of each year and end on May 31 of the following year.

ARTICLE XIII - SEAL

The Association shall have a corporate seal of such design as the Board of Directors may adopt.

ARTICLE XIV – INDEMNIFICATION

The Association shall, in the manner and to the full extent permitted by Illinois law and by policy established by the Board, indemnify its current and former Directors, officers, fiduciaries, and employees (or the estate of any such person) against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding, including pending or completed action, litigation or proceeding, and whether civil, criminal, administrative, investigative or otherwise, to which he or she may be made a party, or which he or she may become involved, by reason of his being or having been a Director, officer, fiduciary, employee or agent of the Association, except in such cases wherein the Director, officer, fiduciary, employee or agent is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The Association may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or

her. The indemnification provided herein shall not be deemed to limit the right of the Association to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Association may be entitled under any agreement, vote of the Board of Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

ARTICLE XV – DISSOLUTION AND PROHIBITED ACTIVITIES

Section 1. ASSOCIATION: The Association may be dissolved in accordance with the laws of the State of Illinois. In the event of such dissolution, the Board of Directors, after paying or making provisions for the payment of all the liabilities of the Association, shall dispose of all its assets exclusively to any organization or organizations which shall at the time qualify as an exempt organization or organizations under Section 501 (c) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any United States Internal Revenue Law) as determined by the Board of Directors.

Section 2. PROHIBITED ACTIVITIES: No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, officers, directors or other private persons, except that the Association shall be authorized and empowered to make payments in furtherance of the purposes set forth in Article II thereof. The Association shall at no time take part in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Association shall engage in no activities which would preclude it from qualifying under Section 501 (c)(6).

ARTICLE XVI – AMENDMENTS

Amendments to these bylaws may be presented to the membership for a vote by resolution of a majority of the Board of Directors or by petition submitted by any number of members, *provided, however*, that such petition shall first contain the signatures of a majority of state officers of fifteen (15) affiliated State Associations. These bylaws may be amended by majority vote of the total number of votes cast by members eligible to vote:

- a) present in person or by proxy at an annual or special meeting of the members at which there is a quorum, provided that written or printed notice containing the proposed amendment shall be given to the membership not less than fifteen (15) days nor more than sixty (60) days before the meeting at which the amendment is offered; or,
- b) by use written or electronic ballot as provided for in Article VI, provided that ballots shall contain instructions on the procedure to be used.

ARTICLE XVII - EFFECTIVE DATE

These bylaws, approved by the general membership, shall supersede any and all pre-existing bylaws and become effective in all parts, as of _____, 2011.