

**2019 Affiliated State Associations Bylaws of
WI DIETARY MANAGERS ASSOCIATION
Doing Business as the “Association of Nutrition & Foodservice Professionals (ANFP)”**

ARTICLE I NAME

This Association shall be known as Wisconsin Dietary Managers Association doing business as the Wisconsin Association of Nutrition & Foodservice Professionals (“ANFP”), also known as WI ANFP (“State Association” or “Association”).

ARTICLE II PURPOSES

The purposes of this association shall be as set forth in the Articles of Incorporation and Bylaws of ANFP and to encourage and assist the development of the profession and to advance the skills of managing and/or directing food service operations.

ARTICLE III MEMBERSHIP

Section 1. MEMBERS OF THIS ASSOCIATION: State Association members are those members of ANFP in good standing having mailing addresses within the state of Wisconsin. Those ANFP members in good standing with a mailing address other than Wisconsin may still be active participants in the Wisconsin ANFP association, if they choose to be.

Section 2. RIGHTS OF MEMBERSHIP: A member is entitled to such rights and privileges and subject to all obligations set forth classification of ANFP membership as may be determined by ANFP in accordance with its bylaws and policies.

ARTICLE IV FINANCES

Section 1. DUES: Members shall pay annual dues to ANFP. Members with preferred mailing address on record with ANFP within the State of Wisconsin shall automatically be members of the State Association.

Section 2. REBATES: National ANFP shall rebate to the state association an amount as determined by the Board of Directors of ANFP of the member’s mailing address at the time the dues are paid. This is in lieu of State Association dues and will serve as a financial resource for the Association.

ARTICLE V BOARD OF DIRECTORS

Section 1. ORGANIZATION: Subject to provisions in the Bylaws of ANFP, its policies and regulations and its Volunteer Manual for State Volunteer Leaders, the business of the State Association shall be managed by its Board of Directors, each of whom shall be a voting member of ANFP.

Section 2. TERM OF OFFICE: All members of the State Board of Directors shall hold office from immediately following the State Business Meeting after election until the end of the State Business Meeting next following their elected term and their successors have been duly elected and qualified.

Section 3. DUTIES OF THE STATE BOARD OF DIRECTORS: The State Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or change therein within the limits of the bylaws, shall actively prosecute its purposes, shall have discretion in the disbursement of its funds, and shall correlate the program of work with that of ANFP. It may adopt such policies and procedures for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 4. STATE BOARD OF DIRECTORS ORGANIZATION: The State Board shall include but is not limited to, the elected President, President-elect, appointed Secretary, appointed Treasurer, Spokesperson and the Immediate Past-President. The State Board shall reflect the broader membership and interests of the Association and be recommended by the board members.

Section 5. STATE EXECUTIVE COMMITTEE ORGANIZATION: The President, President-elect, Secretary, Treasurer, Spokesperson and Immediate Past-President shall constitute the State Executive Committee within the State Board of Directors. The State Executive Committee shall exercise the powers of the State Board of Directors, to the extent permitted by law, between meetings of the State Board of Directors.

Section 6. TERM OF OFFICE FOR OFFICERS: The President and President-elect shall hold office for a term of (two years). The President-elect, at the end of the term, shall automatically assume the office of President. The Secretary and Treasurer shall hold office for a term of two years and be eligible for re-appointment to this offices for three consecutive terms.

Section 7. DUTIES OF THE PRESIDENT: The President shall be the principal elective officer of the organization, shall preside at meetings of the Association, and of the State Board of Directors and of the State Executive Committee, and shall be a member ex-officio, with right to vote, of all committees. The President shall also, at the State Business Meeting of the Association and at such other times as the President shall deem proper, communicate to the membership and to the State Board of Directors such matters and make such suggestions 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 President or as may be prescribed by the State Board of Directors.

Section 8. DUTIES OF THE PRESIDENT-ELECT: The President-elect shall serve in the absence of the President, perform the President's duties, in the event of the temporary disability or absence from meetings, shall have such other duties as the President or the State Board of Directors may assign and shall have appointed by Business Meeting all non-elected committee members to serve during his/her term as President. The President-elect shall provide each committee member with written charges for the coming year for that committee. Objectives and procedures should be in writing and accompany the charges. The President-elect may serve as chair of a committee.

Section 9. DUTIES OF THE SECRETARY: The Secretary shall give notice of and attend all meetings of the State Board of Directors and of the Association, keep a record of all proceedings, attest documents, prepare the ballots and perform such other duties as may be assigned by the President.

Section 10. DUTIES OF THE TREASURER: The Treasurer shall keep an account of all monies received and expended for the use of the Association, and shall make disbursements authorized and approved by the State Board of Directors. All sums received shall be deposited in the bank approved by the State Board of Directors, and a report shall be given at the state business meeting or when called upon by the President. Funds may be drawn only upon signature of the Treasurer

or President. The Treasurer shall prepare the books for audit at the close of each fiscal year. The funds, books and vouchers shall, at all times, be subject to verification and inspection by the State Board of Directors and ANFP. Treasurer is responsible for completing the required IRS tax filings annually.

Section 11. DUTIES OF THE IMMEDIATE PAST-PRESIDENT: The Immediate Past-President shall counsel on all matters pertaining to operation of the State Association, and shall have such other duties as assigned by the President.

Section 12. ABSENCE FROM STATE BOARD OF DIRECTORS MEETING: Any member of the State Board of Directors unable to attend a meeting shall inform the President or Secretary. If a State Board of Directors is absent from two (2) consecutive meetings for reasons which the Board has failed to declare to be sufficient, the member's resignation shall be deemed to have been tendered and accepted.

ARTICLE VI ELECTIONS

Section 1. DUTIES OF THE STATE BOARD: It shall be the responsibility of the State Board to formulate the ballot for each annual election of officers in accordance with policies adopted by the State Board of Directors.

Section 2. NUMBER OF CANDIDATES: The State Board shall designate bi-annually at least one (1) active member candidate for the office of President-elect.

Section 3. BALLOT PROCEDURE: The State Board of Directors must submit a ballot to the Secretary (2) weeks prior to the State Fall business meeting. The Secretary shall prepare mail and/or electronic ballots for eligible members. The President shall appoint a Tellers Committee of two (2) or more members to count the ballots. Accompanying the ballots shall be instructions on the procedures to be used and voting information as to when the ballots must be returned to the Board in order to be valid and to be counted in the election. The Tellers Committee submits a written ballot count to the President. The President first informs the candidates of the results, not to include the count, then notifies the membership and provides report to the Secretary to file.

Section 4. VOTE: The election of state officers shall be conducted by electronic ballots, which shall be sent to all members eligible to vote not less than thirty (30) days prior to counting the ballots at the State business meeting. If the election is held at the State Fall business meeting, absentee ballots must be made available to those members not attending the meeting.

Section 5. RIGHT TO VOTE IN STATE ELECTION: All active members shall be entitled to cast one vote for the President-Elect.

Section 6. VACANCIES: Any vacancy on the State Board of Directors, or in any office other than office of President, by reason of death, resignation, or otherwise, may be filled by majority vote of the remaining members of the State Board of Directors. In the event of a vacancy in the office of President, the President-elect, or Past President, shall assume the office for the remainder of the unexpired term.

ARTICLE VII MEETINGS

Section 1. MEMBERSHIP MEETINGS: There shall be a minimum of one (1) annual membership meeting to transact the business of the state association and continuing education to the state membership. Special meetings may be called by the Executive Committee or the State Board of

Directors. Written or electronic notice of the business meeting, stating the place, date and hour of the meeting, the program content and the registration fee as fixed by the State Board of Directors, shall be sent by the Secretary to each member of the Association not less than fifteen (15) days prior to the meeting date.

Section 2. STATE BOARD OF DIRECTORS: A minimum of two (2) meetings shall be held each year by the Board of Directors. Other meetings may be held at such time and place and in such format (i.e., in person, telephone conference, or video conference) as shall be determined by the President or resolution of the Board of Directors upon the call of at least three (3) members of the Board.

ARTICLE VIII QUORUM

The quorum for membership meetings of the Association shall be a majority of the members who have registered and attending the meeting at its commencement, irrespective of whether some may have departed.

ARTICLE IX COMMITTEES

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

Section 2. COMMITTEE ORGANIZATION: Committee membership shall be determined by the President-elect for his/her term of office as President, or by the President for committees designated during his/her term of office. The appointer shall instruct each committee as to the function of that committee and within these guidelines each committee shall make its own rules and operating procedure.

Section 3. AD-HOC/TASK FORCES: The President shall from time to time designate such ad-hoc committees or task forces as may be desirable to effectuate the objectives of the Association.

Section 4. AD-HOC/TASK FORCES COMMITTEE ORGANIZATION: Membership of each of the ad-hoc committees shall be determined by the President. The President shall instruct the ad-hoc committee as to the function of that committee and within these guidelines the committee shall make its own rules and operating procedures as permitted within these bylaws and outlined in the policies and procedures.

ARTICLE X PROCEDURE

Section 1. RULES OF ORDER: Robert's Rules of Order, Newly Revised, shall constitute the parliamentary authority for the conduct of meetings of the members and of the Association's Board of Directors, when not in conflict with these bylaws.

Section 2. POLICIES: ANFP may impose upon State Association policies and procedures for the conduct of business by the State Association which in the opinion of ANFP Board of Directors are necessary for the well-being and success of ANFP and its membership. It shall be the duty of the State Association to comply with all policies and procedures promoted by ANFP and to

oversee its members' conduct and compliance with applicable ANFP Policies, Procedures and Bylaws.

Section 3. The State Association may not speak on behalf of ANFP unless specifically authorized to do so in writing by the ANFP. Any attempt of the State Association to represent the ANFP or to act on behalf of ANFP without prior written approval from the ANFP shall be cause for automatic revocation of State Association affiliation.

Section 4. At the request of the ANFP, the Association shall provide to ANFP copies of its minutes, organizational papers, and financial data and shall make all such filings as required by law or ANFP.

ARTICLE XI TERMINATION

ANFP may terminate and withdraw the State Association's affiliation upon the occurrence of any of the following events:

1. Failure of the State Association to comply with ANFP's Bylaws, the Association Affiliate Agreement, and/or written policies and procedures.
2. Upon an affirmative vote by two-thirds (2/3) of the ANFP Board of Directors.

Upon termination, Affiliate shall cease using the ANFP name, trademark, trade name and logo, and all other rights and privileges associated with being affiliated with ANFP and shall return any and all funds and property belonging to ANFP. Chapter's financial obligations to ANFP incurred before termination shall be relinquished to ANFP until resolved.

ARTICLE XII FISCAL YEAR

The fiscal year of this Association shall be identical to that of ANFP, beginning on June 1 of each year and ending on May 31 of the following year.

ARTICLE XIII MAIL/ ELECTRONIC VOTE

Voting on any matter, including elections, may be conducted by mail or electronic media as permitted by law.

ARTICLE XIV DISSOLUTION

Section 1. ASSOCIATION: By two-thirds (2/3) action of the Executive Committee, the State Association may be dissolved. In the event of such dissolution, the Executive Committee, after paying or making provision for the payment of all the liabilities of the State Association, shall dispose of all its assets to ANFP as an exempt organization under Section 501 (c)(6) of the Internal Revenue Code of 1985 (or the corresponding provision of any United States Internal Revenue Law as determined by the Executive Committee).

Section 2. PROHIBITED ACTIVITIES: No part of the net earnings of the State Association shall inure to the benefit of or be distributable to its members, officers, directors or other private persons, except that the State Association shall be authorized and empowered to make payments in furtherance of the purposes set forth in these bylaws. The State Association shall at no time take part in any political campaign on behalf of any candidate for public office. Notwithstanding

any other provision of those bylaws, the State Association shall engage in no activities which would preclude it from continuing to qualify as an exempt organization under Section 501 (c)(6) of the Internal Revenue Code.

ARTICLE XV AMENDMENTS

Any proposed amendment to these bylaws shall be presented to the membership for a vote by majority action of the State Board of Directors. These bylaws may be amended by the affirmative vote of the majority of the members voting. In addition these bylaws shall be deemed amended by any approved amendments to the State Affiliate Agreement and/or State Bylaws upon adoption by the ANFP Board of Directors and become effective as directed by the ANFP Board of Directors. The State Association shall file as directed by ANFP a copy of its Bylaws upon request by ANFP.

ARTICLE XVI 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 April 24, 2019