



Association of Nutrition & Foodservice Professionals

**BYLAWS OF
MINNESOTA DIETARY MANAGERS ASSOCIATION
DBA
“Minnesota Association of Nutrition & Foodservice Professionals (MN ANFP)”**

Date: 1995-1996

Revised: January 2001, October 2010, October 2011, July 2014, November 2020

ARTICLE I NAME

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

ARTICLE II PURPOSE, VISION, AND MISSION

Purpose

The purposes of this Association shall be as set forth in the Articles of Incorporation and Bylaws of National ANFP in order to

- encourage and assist the development of the profession and
- advance the skills of managing and/or directing of food service operations
- promote proper nutrition among the clients that Certified Dietary Managers serve.

Vision

The Certified Dietary Manager, Certified Food Protection Professional (CDM, CFPP) is the cornerstone of the collaborative Dietetics profession.

Mission

The mission of the Association shall be as established from time to time by the ANFP Board of Directions.

ARTICLE III MEMBERSHIP AND DUES

Membership

State association members are those members of ANFP in good standing having mailing addresses within the state of Minnesota. Those ANFP members in good standing with a mailing address other than Minnesota may still be active participants in the Minnesota ANFP association, if they choose to be.

- 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.
- Active members may vote and hold office. Associate and student members are not entitled to vote and may not hold state office.

Dues and Rebates

- Members shall pay annual dues to ANFP.
- A portion of the association membership dues are returned on an annual basis to the state as a rebate from the National ANFP. The rebate is determined by the ANFP Board of Directors and is based on the number of members whose mailing address is within the state at the time dues are paid.
- This is in lieu of State Association dues and will serve as a financial resource for the Association.
- The MN ANFP State Board of Directors shall determine the dispersion of these funds.

ARTICLE IV GOVERNANCE

Organization

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

Board of Directors

The MN ANFP Board of Directors shall exercise the powers of the general membership permitted by the state by-laws and following the state policy & procedure manual between meetings of the general membership.

- The MN ANFP Board of Directors shall include the elected officers of President, President-Elect, Secretary, Treasurer, Treasurer-Elect, Past-President, and additional appointed members who serve as committee chairs.
- There shall be no salaries for members of the Board of Directors.
- The state board shall reflect the broader membership and interests of the Association.
- Election of officers, terms and duties of the officers shall be defined in the MN ANFP Policy & Procedure Manual.
- A Minnesota Member serving on the National Board or Committee may serve as an advisor to the MN Board of Directors.
- Any member of the Board of Directors unable to attend a board meeting shall send a report to the President prior to the meeting.
- Any vacancy that occurs on the Board of Directors, or in an office other than the presidency, may be filled by a majority vote of the remaining members of the Board of Directors for the unexpired term. In the event of a vacancy in the office of the President, the President-Elect shall assume the office for the remainder of the term.

ARTICLE V ELECTIONS

MN ANFP shall use the Slate Process for Election of Officers following the guidelines established by the ANFP national office and following the guidelines in the state policy and procedure manual. The slate shall be approved by the Board of Directors. Approved candidates will take office at the beginning of the ANFP membership year.

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

ARTICLE VI MEETINGS

Membership Meetings

There shall be a minimum of one (1) general membership meetings per year to transact the business of MN ANFP and to provide continuing education for the state membership.

- The general meeting shall be held before the end of the fiscal (membership) year.
- The State Board of Directors may call special meetings if needed.
- Meetings and continuing education should be provided in a format compatible with the needs of the membership.
- Written or printed notice of the membership meetings, setting the place, date and time of the meeting shall be sent to each member of MN ANFP not less than fifteen (15) days prior to the date of said meeting.
- Notice of membership meetings shall be included with any conference registration information sent to members.

Board of Director Meetings

Meetings of the State Board of Directors may be held within the borders of MN at such time and place as shall be determined by the President.

- A minimum of four (4) meetings of the Board of Directors shall be held each year, one at the state conference and the other three quarterly.
- Meetings may be in person, by phone or virtually.

ARTICLE VII QUORUM

MN ANFP requires a quorum for a vote conducted to be valid. A quorum shall consist of the majority of the members attending the membership meeting and a majority of the officers and/or committee chairs attending a Board of Directors meeting.

ARTICLE VIII COMMITTEES

The president of MN ANFP, subject to input and approval from the Board of Directors, shall authorize committees as to effectively complete the annual objectives and work of the chapter. These committees may be of two types:

- *STANDING*: These committees function throughout the membership year. 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. Job descriptions and duties for standing committees are included as an addendum to the state policy and procedure manual.
- *AD-HOC* (aka task force, short-term): The President may designate additional ad-hoc committees as needed to effectively meet the objectives of the chapter. Membership of each ad-hoc committees shall be determined by the chapter president, who shall instruct the ad-hoc committees as to their function and the objectives to be achieved. Within these guidelines the committee shall make its own rules and operating procedures.

All committee chairs shall assume leadership by September 1 of each membership year.

ARTICLE IX PROCEDURES

Robert's Rules of Order shall constitute the parliamentary authority for the conduct of meetings of MN ANFP when not in conflict with these bylaws.

ANFP may impose upon MN ANFP any policies and procedures for the conduct of state business 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 MN ANFP to comply with all policies and procedures set forth by ANFP and to oversee its members' conduct and compliance with applicable ANFP Policies, Procedures and Bylaws.

MN ANFP may not speak on behalf of ANFP unless specifically authorized to do so in writing by the ANFP. Failure to obtain written approval shall be cause for automatic revocation of State Association affiliation.

At the request of the ANFP, the MN ANFP 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.

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 required 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 remain an obligation of Chapter until paid or otherwise resolved.

ARTICLE X FISCAL YEAR

The fiscal year of the Association shall begin on the first (1st) day of June each year and end on the thirty-first (31) day of May of the succeeding year.

ARTICLE XI DISSOLUTION

By two-thirds (2/3) action of the Executive Committee, MN ANFP 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 MN ANFP, 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).

No part of the net earnings of MN ANFP shall benefit or be distributed to its members, officers, directors, or other private persons, unless authorized by MN ANFP in accordance with the purposes set forth in these bylaws. MN ANFP 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, MN ANFP 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 XII AMENDMENTS

Any proposed amendments to these By-Laws shall be approved by majority action of the MN ANFP Board of Directors before being presented to the general membership for a vote. These By-Laws can only be amended by the affirmative vote of the majority of the active members voting and become effective as determined by the MN ANFP Board of Directors. MN ANFP shall file a copy of its Bylaws with ANFP as directed or upon request.

ARTICLE XIII EFFECTIVE DATE

These By-Laws shall replace any and all existing By-Laws and become effective in all parts as of November 1, 2020.

MINNESOTA DIETARY MANAGERS ASSOCIATION (MN DMA) WAS AFFILIATED WITH THE NATIONAL DIETARY MANAGERS ASSOCIATION (DMA) on March 6, 1969. Both are currently doing business as the Association of Nutrition and Foodservice Professionals (MN ANFP and ANFP respectively).