

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

ARTICLE I NAME

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

ARTICLE II PURPOSES AND MISSION

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.

MISSION: The mission of the Association shall be as established from time to time by the Board of Directors. MO ANFP Mission Statement

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 Missouri. Those ANFP members in good standing with a mailing address other than Missouri may still be active participants in the Missouri 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 Missouri shall automatically be members of the State Association.

Section 2. REBATES: 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 and District 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, Secretary, Treasurer, and the Immediate Past-President, and the President of each affiliated district. The State Board shall reflect the broader membership and interests of the Association; 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.

Section 5. STATE EXECUTIVE COMMITTEE ORGANIZATION: The President, President-elect, Secretary, Treasurer 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-election to this office in alternating years.

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 except the nominating committee. 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 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, 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 by the finance committee 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 and President, and/or President-elect. 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 to keep tax-exempt status.

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 NOMINATING COMMITTEE: It shall be the responsibility of the State Nominating Committee to formulate the ballot or slate for each annual election of officers in accordance with policies adopted by the State Board of Directors.

Section 2. ORGANIZATION: The Nominating Committee shall consist of at least two (2) active members of the Association who shall be appointed by the President, one to be designated chair. The President-elect shall act as chair-person to the Nominating Committee but shall have no vote.

Section 3. NUMBER OF CANDIDATES: The committee reports directly to the Board of directors. The chair of the committee, President-elect of the Board of directors, shall lead the committee's deliberations and actions and will not have a vote. The President of the Board of directors shall serve *ex officio*.

Committee members include:

- President-elect,
- Two (2) non Board members

Committee members will be expected to participate in this year-round commitment, meeting regularly throughout the year.

Section 4. SLATE PROCEDURE. The nominating committee shall recommend a slate of qualified candidates for officer and director positions in accordance with policy adopted by the Board of Directors. At least ninety (90) days prior to the start of the next annual business meeting, the nominating committee shall recommend a slate of qualified candidates to fill each seat on the Board of Directors that is either vacant or set to expire. Members of the nominating committee are ineligible to stand for election to any office.

Section 5. PUBLICATION OF SLATE AND NOMINATION. The nominating committee's recommended slate shall be announced to all members promptly upon receipt by the Association. The voting members shall have fifteen (15) days from the date the nominating committee's slate is announced to submit additional nominations to 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 shall assume the office for the remainder of the unexpired term and shall continue as President for one year thereafter.

ARTICLE VII MEETINGS

Section 1. MEMBERSHIP MEETINGS: There shall be a minimum of two 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 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 attend 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 Chapter.

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 AFFILIATED DISTRICT 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: Any district association of ten (10) or more ANFP members within the state may be affiliated upon approval of the State Board of Directors.

ARTICLE XI 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 promulgated 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 XII 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 promulgated 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 XIII 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 XIV MAIL/ ELECTRONIC VOTE

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

ARTICLE XV 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 XVI 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 XVII 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 XVIII 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 January 2018.