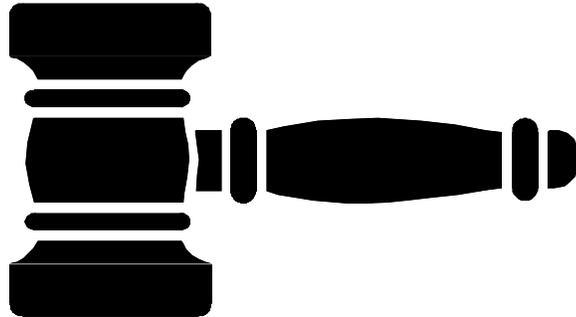


Bylaws



Child and Adult Care Food Program National Professional Association

Original Date: December 1995

Amended: October 1998

Amended: October 2001

Amended: October 2006

Amended: August 2007

Amended: April 2011

Amended: August 2016

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Article I. Name

The name of this organization is the Child and Adult Care Food Program National Professional Association (CACFP NPA), which will be referred to as the Association. (Ratified by membership October 2001). (table until we get a marketing firm)

Article II. Organization

The Association shall be a nonprofit organization.

The Association's annual operating year shall be January 1 through December 31.

Article III. Purpose

A. To promote:

- ❖ high standards of nutrition for infants, children and adults in day care,
- ❖ training of child and adult day care staff on nutrition and food service management,
- ❖ nutrition practices that improve and enhance the impact of the foods provided,
- ❖ good management practices to assist CACFP program directors and professionals at the state and local levels to successfully administer the Program.

B. To provide a national network through which selected ideas, materials, and procedures can be communicated to persons working in the CACFP community.

C. To express the views of members regarding program policies, regulations and legislation.

D. To increase opportunities for professional development for staff working in CACFP.

E. To act as an educational resource concerning the nutrition and food service needs of participating child and adult day care agencies and their enrolled participants.

Article IV. Membership

A. Classes of Membership - Membership in the Association shall consist of the following classes:

1. Individual membership - Open to any person who is presently, or was previously employed by a State or territorial government agency administering the Child and Adult Care Food Program. The Board of Directors may confer honorary membership to individuals who significantly contribute to furthering the Association's goals.
2. Institutional membership - Open to state agencies whose staff meets the criteria for individual membership. Each agency shall identify, by name, up to 10 members to be included in the institutional membership. In the event of staff turnover, memberships may

be transferred during the year upon notification to the Secretary.

3. Individual Affiliate membership-open to any person who is presently employed by any national non-profit or public organization whose primary interest furthers the purposes of the Association.
4. Institutional Affiliate membership-open to any organization whose staff meets the criteria for individual affiliate membership. Each organization shall identify, by name, up to 10 members to be included in the affiliate institutional membership. In the event of staff turnover, memberships may be transferred during the year upon notification to the Secretary.

B. Rights and Privileges of Members

1. Notwithstanding the right of each state agency to have an unlimited number of individual members, each state agency shall be allowed no more than 10 votes on any matter coming before the membership for a vote. Any state agency represented by more than 10 members, shall notify the Secretary which 10 members have voting rights. Other than the right to vote, non-voting members shall have all the rights and privileges afforded to voting members.
2. All individual members and each member of an institutional membership, whose dues are currently paid, may attend the national conference of the Association, including the business meeting, at the member rate.
3. All individual members and each member of an institutional membership, whose dues are currently paid, shall be eligible to serve on committees of the Association.
4. All individual members and each member of an institutional membership whose dues are currently paid and who meet the requirements in Article VII of these Bylaws, shall be eligible to serve as an elected official of the Association.
5. Neither class of affiliate member is eligible to vote or serve as an elected officer. Affiliate members may serve on committees at the discretion of the Board and may attend the national conference at the Affiliate rate. Affiliate members may not attend the business meeting at the national conference.
6. All members may receive information and publications prepared by or for the Association.
7. All members shall have access to the member section of the Website.
8. Communication between the Board of Directors and the members may be in the form of mail, e-mail, website posting, or in person. Votes may be conducted by mail, e-mail or in person; members will be notified of issues that require a vote at least 30 days prior to the ballot deadline. The result of the voting is effective immediately or otherwise proposed.

Article V. Membership Dues

- A. Dues for membership in the Association shall be for a biennial period beginning October 1 of each odd numbered, year through September 30 of the following odd numbered, year. Annual dues will only be assessed for members joining for the first time after October 1 of an even numbered year.
- B. Membership dues will be recommended by the Board of Directors and approved by a majority vote of voting members. The four classes of membership will each pay a different rate.
- C. Members shall be considered inactive if they fail to pay their dues by December 1. Reinstatement of privileges will be made upon full payment of the current dues owed. Dues may not be prorated.
- D. Attendance at the national conference at the member rate is dependent upon payment of the current dues owed.

Article VI. Government

- A. The legislative governing body of the Association shall include all individual, institutional and affiliate members subject to any limitations contained in these Bylaws.
- B. The administrative body of the Association shall be the Board of Directors, whose members shall receive no salaries for their services. The Board of Directors shall include 5 officers (President, President-elect, Secretary, Treasurer, and Immediate Past President) and the 7 Regional Representatives.
- C. The Board of Directors shall meet in person or by telephone conference call, 10 to 12 times per year. More than one-half of its members must be present for a quorum, which is required for taking official action on behalf of the Association. The Board of Directors shall meet in person at the national conference and in alternate years at a strategic planning session. Members of the Board of Directors are not eligible to have alternate representation at meetings.
- D. An Executive Committee may meet at the discretion of the President to respond to issues requiring immediate attention, when the Board of Directors cannot be convened. This Executive Committee includes the President, President-elect, Secretary, Treasurer, Immediate Past President and one regional Representative selected by the seven Regional Representatives. The Executive Committee shall have all of the powers and authority of the Board in the intervals between meetings of the Board, as well as authority to delegate responsibilities to the Regional Representatives. Two thirds of the Executive Committee members, four, must be present for a quorum. The five officers are not eligible to have alternate representation at meetings of the Executive Committee or the Board of Directors. If the Regional Representative to the Executive Committee is unable to attend a meeting, another Regional Representative may be appointed by the President to attend and have all the authority of the Executive Committee member.

Article VII. Officers

A. Election of Officers

By an annual ballot held in July, the Association shall elect officers and Regional Representatives. In case of a tie for any office, selection shall be by coin toss by the Secretary. No member may hold more than one elected office at a time.

B. Terms of Office

1. Officers shall assume their duties on October 1. They shall remain in office until September 30.
2. The President is the chief executive officer of the Association and shall serve one year. Upon completion of the term of office, the President shall become the Immediate Past President.
3. The President-elect shall serve for one year. Upon completion of the term of office, the President-elect becomes the President.
4. The Secretary, Treasurer and Regional Representatives shall serve for two years and may be elected for a maximum of two consecutive terms (may serve for a total of 4 years in any one position). The election of these officers is conducted on the following schedule:
5. Term of office begins in even numbered years (i.e. 10/1/10 for FFY 11).

Treasurer
Mid-Atlantic
Mountain Plains
Northeast

6. Term of office begins in odd numbered years (i.e. 10/1/11 for FFY 12).

Secretary
Midwest
Southeast
Southwest
Western

C. Qualifications

1. The President and the President-elect must be individual or institutional members of the Association. The President and President-elect must have a minimum of two years of experience working directly with the Child and Adult Care Food Program.
2. The Secretary and Treasurer must be individual or institutional members of the Association. They must have a minimum of one year of experience working directly with the Child and Adult Care Food Program.

3. Regional Representatives must be individual or institutional members and have a minimum of one year of experience working directly with CACFP.

D. Responsibilities of Officers

Each officer is responsible for maintaining current records as well as historical records of their office. Officers shall transfer these records to the next elected officer and provide the new officer with orientation to the position.

Limitation of Liability: To the fullest extent permitted by the North Dakota Century Code as now in effect or as may hereafter be amended, no officer or director of the corporation shall be personally liable and/or responsible for any damages, claims, actions, etc.; monetary or otherwise, as a direct and/or indirect result of any proceeding brought by or in the right of the corporation or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the corporation.

1. President

- a. Represents the Association in all matters and is the chief spokesperson.
- b. Plans and coordinates the business of the Association.
- c. Serves as Chairperson of the Board of Directors and is a voting member.
- d. Appoints the chairpersons of ad hoc committees, subject to the approval of the Board of Directors.
- e. Serves as the chair of legislative and policy committee and appoints members to the committee. Serves as an ex-officio member of all committees.
- f. Calls meetings of the Board of Directors and prepares the agenda.
- g. Presides at the national conference and all meetings of the Association.
- h. Coordinates the planning of the national conference and acts as advisor to the chair of the Conference Committee.
- i. Authorizes expenditures of the Association funds subject to approval by the Board of Directors.
- j. Signs contracts, grants, fiscal and legal documents authorized by the Association or the Board of Directors.
- k. Promotes membership in the Association to those eligible.
- l. Prepares agenda and makes logistical arrangements (dates, location, meeting space, etc.) for the biennial strategic planning meeting.

m. Prepares “Year in Review” report by September 15, shared with the membership and posted on the website.

2. President-elect

- a. Learns about the responsibilities of the President and the Board of Directors and prepares to assume the duties 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 Board of Directors declares the office of President vacant.
- e. Assists the President in fulfilling the obligations of the office by performing such duties as requested by the President. Represents the Association at the request of the President.
- f. Chairs and appoints members to the Conference Committee and continues this into the term as President.
- g. Promotes membership in the Association to those eligible.
- h. Serves or appoints a liaison to work with the Webmaster.

3. Secretary

- a. Accurately records the minutes of meetings of the Board of Directors and the business meeting at the national conference of the Association.
- b. Sends meeting minutes by e-mail to all Board members for review within 15 days of Board meeting. Makes any requested changes and returns to the Board for approval within 5 days. The minutes may be approved by a majority vote of the Board present at the next Board meeting or a majority vote of the entire Board by e-mail.

After vote and approval by the Board, immediately forwards minutes to the Webmaster liaison.

As directed by the Board of Directors, sends information to the Web liaison to keep the Website up to date.

- c. Serves on the Board of Directors as a voting member.
- d. Carries out duties as assigned by the President.

- e. Prepares the ballot form and sends ballots to voting members by July 1.
 - f. Tallies the ballots, and notifies all candidates and the Board of results by August 15. When the Secretary is running for office, the ballots will be tallied by a Board member appointed by the Board.
 - g. Notifies members of time and place of all meetings, including the biennial conference.
 - h. Promotes membership in the Association to those eligible.
4. Treasurer
- a. Monitors Association funds.
 - b. Serves on the Board as a voting member.
 - c. Prepares an annual budget and submits to the Board of Directors for approval in advance of the start of each federal fiscal year (FFY).
 - d. Submits a treasurer's report for each meeting of the Board of Directors and a financial report to the members at the national conference of the Association.
 - e. Provides the status of the Association funds when called upon to do so by the President or the Board of Directors.
 - f. Prepares and sends dues notices by August 15, accepts dues payment and maintains a current electronic database of all paid memberships and contact information provided by members. Provides mailing list to The Board of Directors.
 - g. Issues and signs all checks for expenditures of Association funds authorized by the association President and Board of Directors.
 - h. Arranges for agreed-upon-procedures to be conducted at the end of the Treasurer's term(s) in office by an independent Certified Public Accountant.
 - i. Appoints members to serve on the finance committee, acts as committee chair and updates the Board on committee work.
 - j. Sends membership updates to the Web liaison and the Regional Representatives.
 - k. Promotes membership in the Association to those eligible.

5. Immediate Past President

- a. Serves on the Board of Directors as a voting member.
- b. Advises the President and the Board of Directors on Association business.
- c. Appoints members to the Nominating Committee by January 1 and acts as chair of the committee. Updates the Board on committee work. Submits candidate names and profiles to the Secretary by July 1.
- d. Promotes membership in the Association to those eligible.
- e. Maintains liaison with USDA.

6. Regional Representatives

- a. Surveys members in their region on matters before the Board and expresses the views of the states to the Board. Forward minutes of each Board conference call to members in their region.
- b. Serves on one of the 5 committees.
- c. Elects one Regional Representative to serve as a voting member on the Executive Committee.
- d. Elects one Regional Representative to be chair of the Member Services Committee.
- e. Promotes membership in the Association to states within their region with the goal of ensuring that each state has at least one member.
- f. Surveys states and provides recommendations to the Nominating Committee. Identifies and encourages members to serve on committees.
- g. Accepts responsibilities as delegated by the Executive Committee.
- h. Meets as a group periodically as needed.

E. Vacancies

- 1. A vacancy occurring in the office of President shall be filled by the President-elect for the balance of the unexpired term and his or her full term as President.
- 2. A vacancy in the office of President-elect shall be filled by a special election. In the event that the offices of President or President-elect both become vacant, the Board of Directors shall fill these offices until an election can be held.
- 3. Vacancies occurring in the offices of Secretary, Treasurer or Regional Representative shall be filled by eligible members appointed by the President, with the agreement of the

majority of the Board, for the balance of the unexpired term.

4. A vacancy occurring in the office of Immediate Past President shall remain vacant, with the President assigning duties as necessary.

F. Removal from Office

Any Board member who is unable to fulfill his/her responsibilities because of incapacity or other reasons may be removed from office by a majority vote of the Board of Directors. All actions shall occur only by secret ballot. Any person who is no longer an individual or institutional member must resign as a member of the Board of Directors.

Article VIII. Committees

- A. Individual and institutional members of the Association may serve on any committee. Affiliate members may serve on committees at the discretion of the Board. Appointments to all committees shall be made by the committee chairs.
- B. Any committee is properly convened when it is meeting pursuant to call by the chairperson with reasonable notice to all members and a majority of the members are present. Committee meetings may be held in person or by telephone conference call.
- C. A committee report or recommendation shall require adoption by a majority vote of the members present at the committee meeting or a majority vote of the entire committee by e-mail ballot.
- D. An adopted committee report or recommendation shall be given to the President by the chairperson either orally or in writing as the President prescribes.
- E. Standing committees shall include:
 1. Nominating - Seeks eligible potential candidates from the membership and the Board. Nominates two candidates for each of the offices due for election. Obtains candidate information and forwards to the Secretary by April 1. Chaired by the Immediate Past President.
 2. Legislative and Policy – Establishes legislative agenda and annual legislative plan and reviews plan quarterly. Reviews policy and issues related to child and adult nutrition and CACFP. Analyzes and makes recommendation to the Board regarding federal legislation and regulations. Develops legislative and policy and position papers for approval by the Board; prepares formal comments from the Association to USDA. FRAC is an ex-officio member of this committee. Chaired by the President.
 3. Conference Planning – Plans all aspects of the biennial national conference. Chaired by the President-elect in the year prior to the conference and by the President in the conference year.

4. Finance and Audit - Reviews financial records including all revenues and expenses on an annual basis. Chaired by a Board member appointed by the President. Agreed-upon-procedures conducted by a CPA may substitute for the annual review.
5. Member Services – Coordinates Website material with Web liaison; disseminates information to members and provides outreach materials for meetings/conferences. Develops member packets. Chaired by a Regional Representative.
6. Ad hoc committees may be created and appointed by the President as needed.

Article IX. National Conference

- A. The President shall send the notice of the biennial conference, including a tentative agenda, at least six months in advance of the national conference to all members of the Association. The conference details shall be issued at least 90 days prior to the conference.
- B. For the purpose of conducting the business of the Association, a meeting of the membership shall be held at least biennially at the national conference. Only individual and institutional members whose dues are currently paid may attend the business meeting.
- C. A majority of those present and eligible to vote at the business meeting shall decide on questions raised before the Association.
- D. For a fee interested companies, organizations and vendors may exhibit at the national conference and/or attend selected sessions as determined by the Board.

Article X. Expenses

- A. The President shall approve all expenditures of the Association, with the Treasurer authorized to make approved payments to vendors or individuals.
- B. The Board of Directors 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.
- C. Expenses incurred shall be within the approved budget.

Article XI. Employees

An individual or firm may be employed by 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 XII. Amendments to Bylaws

Amendments to the Bylaws shall be proposed in writing by an official request signed by any member. The Bylaws may be amended by the majority vote of voting members of the Association.

Article XIII. Accounting Year

The accounting year of the Association shall be January 1 through December 31 of each year.

Article XIV. Parliamentary Authority

The parliamentary authority for the conduct of meetings of the Association in all cases not covered by these Bylaws shall be "Roberts Rules of Order, Newly Revised".

Article XV. Dissolution

- A. On the dissolution of the Association, the Board of Directors, after paying or making provisions for payments of all liabilities of the Association, shall dispose of all of its assets exclusively for charitable, educational or scientific purposes as shall, at the time, qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) as the Board of Directors shall determine.
- B. No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to make payments and distribution in furtherance of the purposes set forth in Article II of these Bylaws.
- C. The Association shall not carry on any activities that are not allowed to be carried on by an organization exempt from Federal Tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).