

**WISCONSIN ASSOCIATION OF NUTRITION PROGRAM DIRECTORS, INC.
BYLAWS**

Approved May 21, 2019

ARTICLE I TITLE

The title by which the Association shall be known is Wisconsin Association of Nutrition Directors, Inc.

ARTICLE II MISSION STATEMENT

We, the Wisconsin Association of Nutrition Directors (WAND), are an organization of dedicated professionals who join together to define and develop best methods and practices for delivering nutrition-related services. Through WAND membership, one receives training, advocacy and collaboration opportunities with other professionals who serve older adults and individuals with disabilities who are eligible for nutrition-related services in Wisconsin.

ARTICLE III PURPOSE

The purpose of the Association is:

- A. To operate exclusively for charitable, educational and scientific purposes including, but not limited to, programs and services which substantially carry out the following goals:
1. To advocate for quality services in nutrition programs throughout Wisconsin, and to advocate for the health and wellbeing of Wisconsin seniors and adults with disabilities.
 2. To promote professional growth and to encourage maintenance of high standards among the Association.
 3. To promote and provide an effective avenue of communication and resources supportive of aging services through interaction with related local, state and national organizations, agencies, etc.
- B. To exercise all the powers conferred upon a non-profit organization as established by the State of Wisconsin in its charter of incorporation in order to accomplish its purposes including, but not limited to, the power to accept donations of cash monies, property or interest therein.

ARTICLE IV MEMBERSHIP

SECTION I: MEMBERSHIP

- A. Membership in the Association shall be open to any individual, agency or organization whose primary purpose is to provide direct nutrition and related services to Wisconsin residents age sixty and older and adults with disabilities with rights belonging to the Nutrition Program Director or designee. Multi-county organizations can have voting members from each county represented by paying dues for each county.**
- B. Associate Membership (non-voting) shall be open to any individual, group or organization interested in the Association's work including Aging and Disability Resource Center representatives. This includes Greater Wisconsin Area Agency on Aging and Bureau of Aging and Disability Resources Staff.**
- C. Membership shall be granted for one (1) calendar year upon payment of annual dues commencing after receipt of payment. All annual memberships expire December 31st of membership year, regardless of when in the year membership dues are received by Treasurer.**

SECTION II: ANNUAL DUES

- A. The amount of annual dues for the following calendar year will be determined by the membership at the Annual Association Meeting.**
- B. The Association will pay the membership dues for the Association's appointed representatives for National Association of Nutrition and Aging Service Programs (NANASP), and Meals on Wheels America.**

ARTICLE V ASSOCIATION MEETINGS

SECTION I: ASSOCIATION MEETINGS

- A. The Membership shall meet as often as necessary, but no less than one (1) meeting per year. The annual Membership meeting may be conducted by teleconference if an in-person meeting is not possible.**
- B. A written meeting agenda, prepared by the President/(Co-President), shall be sent to the Membership no less than twenty (20) working days before said meeting. Roberts Rules of Order will govern all**

meetings. Minutes shall be sent to the Membership within thirty (30) days following the meeting.

C. Failure to convene meetings will be cause for any six (6) members to call such a meeting of the Membership by prior notice through approved procedures.

D. Times and locations of meetings will be set by the Executive Board with approval of the Membership.

SECTION II: VOTING

A. Action shall be taken by a majority of the Membership present.

B. Voting rights are limited to one (1) vote per Membership.

C. Ratification of Corporate Action: Individual or collective consent in writing to any action taken by the Association Membership will be a valid corporate action of the Association as though it had been authorized at a meeting of the Association. Such action shall be recorded by the Secretary, kept as official record and read at the following meeting of the Membership as official notification.

SECTION III: COMPENSATION

There shall be no compensation or remuneration from the Association for services rendered. Expenses incurred for the Association may be reimbursed through standard business procedures.

ARTICLE VI OFFICERS AND EXECUTIVE BOARD

SECTION I: ASSOCIATION OFFICERS

A. The Officers of the Association shall consist of President(s) (Co-Presidents may be elected as an alternative to the President position), Vice President, Parliamentarian, Secretary and Treasurer.

B. The Officers are elected by a majority vote of the Membership in attendance at the Annual Association Meeting. In the event of the need for a special election due to resignation or removal of officers, The Executive Board will appoint new Officers to finish out the current term of the outgoing officer. Regardless of the remaining length of the term, upon completion of the term, the position will follow regular election procedures.

SECTION II: AREA DELEGATES AND ALTERNATES

Each region shall have Area Delegates and Alternates to report and represent their service region at Executive Board Meetings

Delegate roles and responsibilities. Regional Delegates shall:

- 1. Serve as an active member of WAND, representing and reporting for their region at Executive Board meetings**
- 2. Communicate with the Executive Board regarding comments/concerns of the nutrition programs from the regional nutrition directors**
- 3. Reach out and welcome new WAND members from their Region**
- 4. Promote WAND membership within their region, and share communications from WAND within their region**

SECTION III: EXECUTIVE BOARD COMPOSITION

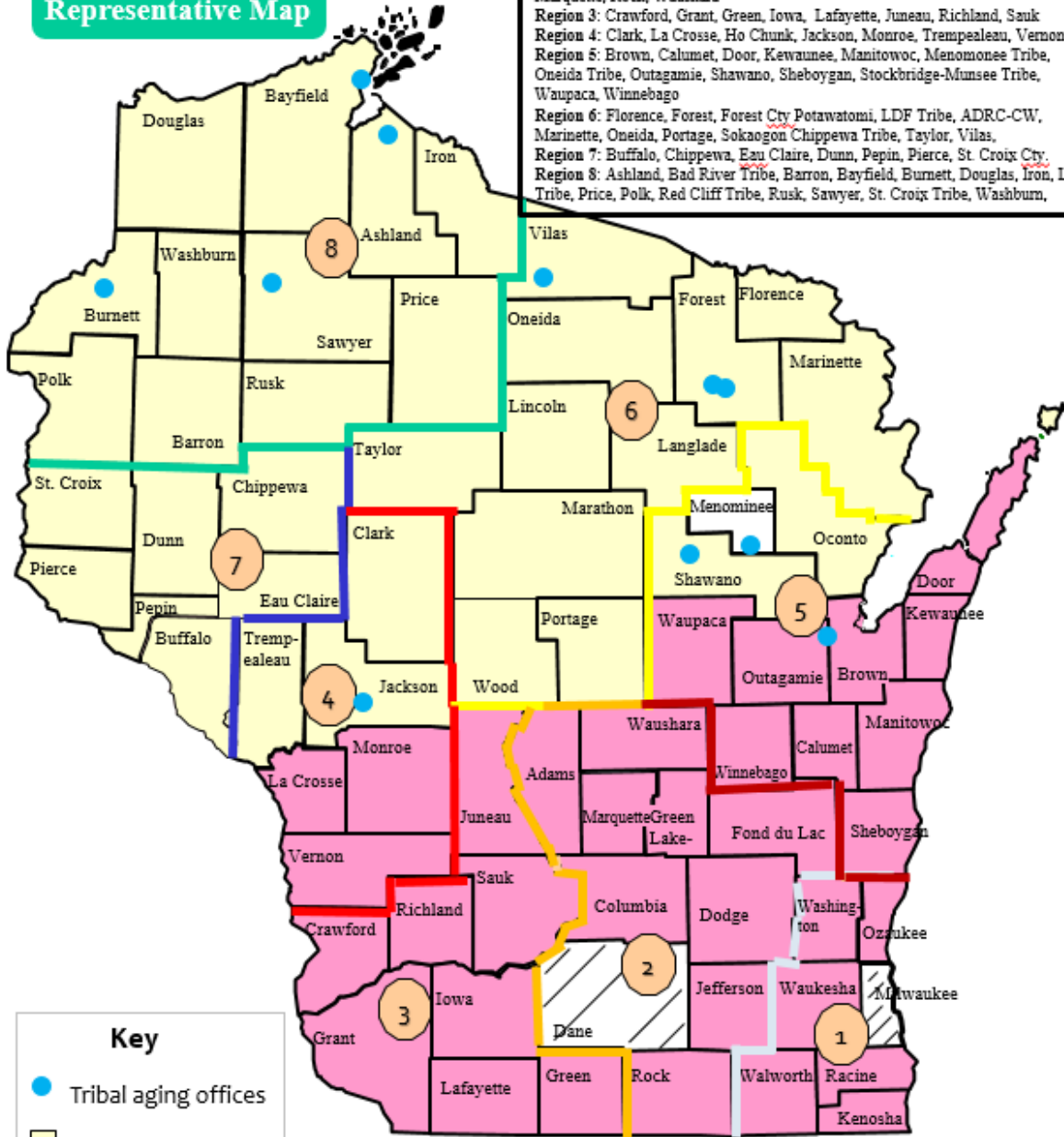
A. The Executive Board shall consist of the Association Officers; Association immediate past-president(s); one (1) Tribal Representative; Committee Chairs; appointed organization representatives for the associations that WAND is a member of; appointed regional delegates representing each current WAND District (see map next page); at least one Nutrition Specialist from the Greater Wisconsin Agency on Aging Resources; and the Elder Nutrition Program Manager, Bureau of Aging and Disability Resources.

B. President (Co-Presidents) will appoint delegates no later than April 1 each year.

Each of the eight WAND Districts will have one (1) delegate. Additionally, Dane and Milwaukee Counties will each have one (1) delegate. Any members wishing to become a delegate will submit a request to the President / Co-President no later than March 1 of each year. Existing members of the WAND board may dually act as delegate of their district.

WAND Regional Representative Map

- Region 1: Kenosha, Milwaukee, Ozaukee, Racine, Walworth, Washington, Waukesha.
- Region 2: Adams, Columbia, Dane, Dodge, Fond du Lac, Green Lake, Jefferson, Marquette, Rock, Waushara
- Region 3: Crawford, Grant, Green, Iowa, Lafayette, Juneau, Richland, Sauk
- Region 4: Clark, La Crosse, Ho Chunk, Jackson, Monroe, Trempealeau, Vernon
- Region 5: Brown, Calumet, Door, Kewaunee, Manitowoc, Menomonee Tribe, Oneida Tribe, Outagamie, Shawano, Sheboygan, Stockbridge-Munsee Tribe, Waupaca, Winnebago
- Region 6: Florence, Forest, Forest Cty Potawatomi, LDF Tribe, ADRC-CW, Marinette, Oneida, Portage, Sokaogon Chippewa Tribe, Taylor, Vilas,
- Region 7: Buffalo, Chippewa, Eau Claire, Dunn, Pepin, Pierce, St. Croix Cty.
- Region 8: Ashland, Bad River Tribe, Barron, Bayfield, Burnett, Douglas, Iron, LCO Tribe, Price, Polk, Red Cliff Tribe, Rusk, Sawyer, St. Croix Tribe, Washburn,



Key

- Tribal aging offices
- Pam VanKampen
- Jean Lynch

Revised
4/24/2019

SECTION IV: OFFICER AND AREA DELEGATE TERMS

All Officer and Area Delegate terms shall be for a period of two (2) years.

SECTION V: EXECUTIVE BOARD MEETINGS

E. The Executive Board shall conduct meetings as often as necessary but not less than one (1) meeting per year. Executive Board meeting may be conducted by teleconference.

F. A written meeting agenda, prepared by the President/(Co-President), shall be sent to the Executive Board two weeks prior to before said meeting.

G. All meetings will be governed by Roberts Rule of Order.

D. Meeting minutes shall be drafted and sent out by Association Secretary to the Membership of said meeting. Minutes shall be sent by the Secretary to the Membership within thirty (30) days following the meeting.

E. Closed Executive Board meetings or closed specific Executive Board meeting agenda items may be called by the Executive Board (ARTICLE VI, SECTION III, A) majority present. Attendance at closed meetings or during closed specific agenda items will be limited to the Executive Board and those requested by the Executive Board to be present.

SECTION VI: VOTING

Action shall be taken by a majority vote to the Executive Board (ARTICLE VI, SECTION III, A.) present.

ARTICLE VII FUNCTIONS OF THE EXECUTIVE BOARD

SECTION I: GENERAL RESPONSIBILITY

It shall be the responsibility of the Executive Board to represent the Association, convene Executive Board and Association meetings, approve Association fiscal accounting, exchange and disseminate information to the Association Membership.

SECTION II: ASSOCIATION OFFICER DUTIES

A. The President (Co-Presidents) shall:

- 1. Preside over Executive Board and Association meetings.**
- 2. Prepare all meeting agendas.**
- 3. Sign contracts and other formal documents on behalf of the Association.**
- 4. Appoint Committee Chairs, Network Policy, and Agency Representatives where WAND is a member, plus Alternates.**
- 5. Perform all other duties as directed by the Executive Board and the Association.**

B. The Vice President shall:

- 1. In the absence of the President / Co-Presidents or the President's / Co-President's inability to act, exercise all the Presidential duties.**
- 2. Perform all other duties directed by the Executive Board and the Association.**

C. The Parliamentarian shall:

- 1. Monitor proper meeting procedures abiding Roberts Rules of Order.**
- 2. Perform all other duties as directed by the Executive Board and the Association.**

D. The Secretary shall:

- 1. Record and file all Executive Board and Association meeting minutes.**
- 2. Maintain and file a current Association Board Member List.**
- 3. Maintain a file for papers of incorporation, other legal documents and information relevant to Association operation.**

4. **Send an Alternate to record and file Executive Board and Association meeting minutes, if unable to attend aforementioned meetings.**
5. **Perform all other duties directed by the Executive Board and the Association.**

E. The Treasurer shall:

1. **Record, maintain and file all Association fiscal accounting.**
2. **Be responsible for fiscal accounting of all training funds.**
3. **Complete IRS report on tax exemption by April 15th of each year with copy sent to the state attorney general's office and the Wisconsin nonstock corporation annual report by December 31st.**
4. **Prepare written financial reports for Executive Board and Association meetings.**
5. **Prepare an annual budget subject to the approval by the Executive Board and the Association.**
6. **Prepare all prior year Association fiscal accounting for an annual audit to be completed no later than March 31st. Such audits shall not be performed by the Treasurer.**
7. **Send out annual Membership dues notices by December 1st.**
8. **Perform all other duties directed by the Executive Board and the Association.**
9. **Maintain and file a current Association Membership List.**

SECTION III: RE-ELECTION OF OFFICERS

Elected officers shall be eligible for re-election to the same office or to another office. No officer shall be eligible to retain the same office for more than two (2) consecutive terms. Term limits for an individual office or position can be waived with a $\frac{3}{4}$ vote of the membership in attendance.

SECTION IV: OFFICER VACANCIES

Any office that becomes vacant may be filled by an appointment by the President/Co-Presidents, with the approval of the Executive Board, until the next annual election. Appointment to temporarily fill a position does not constitute automatic succession to the officer position. Membership general election will determine the next officer elected to each position.

ARTICLE VIII OTHER COMMITTEES OF THE EXECUTIVE BOARD

SECTION I: GENERAL

- A. Committees may be established as needed to carry out the Association's purposes. The President/Co-president and the Executive Board will make appointments to committees. Committee Chairs will be included in Executive Board and Association meetings and will report out at these meetings.**
- B. All committees shall be advisory in nature and shall report to the Executive Board for action.**

C. SECTION II. ASSOCIATION REPRESENTATIVES

Association Representatives and Alternates appointed to organizations where WAND is a member shall:

- A. Represent the Association and the Wisconsin Elder Nutrition Program at conferences, committee and organizational meetings. Funding approval will be based on requests to Executive Board.**
- B. Serve as the liaison to the Executive Board and the Association.**
- C. Submit a written report to the Executive Board and Association on all conferences, committee and organizational activities.**
- D. Vote in behalf of the Association and the Wisconsin Elder Nutrition Program at all committee and organizational meetings.**
- E. Perform all other duties as directed by the Executive Board and the Association.**

SECTION III: NETWORK POLICY, TRAINING, MARKETING AND BYLAWS COMMITTEES

- A. The Network Policy Committee Chair shall review policies and submit draft changes to Executive Committee.**
- B. The Training Committee Chair shall coordinate all Association training with direction from the Executive Board.**
- C. The Marketing Committee Chair shall coordinate all Association Marketing with direction from the Executive Board**
- D. The Bylaws Committee Chair shall review bylaws and submit draft changes and amendments to Executive Board for first review, discussion and approval. This will occur at annual Executive Board meeting, or via email or regular mail if a decision is needed before the next Executive Board meeting.**

SECTION IV: NOMINATING COMMITTEE

- A. The Nominating Committee, selected by the Executive Board, shall consist of one (1) to three (3) Association members other than current officers. The Committee shall report to the Membership at least forty-five (45) days prior to the Annual Association Meeting at which election of officers will occur.**
- B. Members of the Nominating Committee are eligible candidates for elected offices.**

ARTICLE IX ANNUAL ASSOCIATION MEETING

SECTION I: GENERAL

The Annual Association Meeting shall constitute the final governing authority of the Association and will be designated as the Annual Association Meeting by the officers by January 15 of corresponding year.

SECTION II: POWERS OF THE ANNUAL ASSOCIATION MEETING

- A. Determination of general, fiscal, programmatic and other policies of the Association.**
- B. Adoption of a work plan for the following calendar year (when applicable).**

- C. Approval of the Treasurer's proposed budget.**
- D. Adoption of Bylaws and amendments.**
- E. Establishment of Annual Membership dues.**
- F. Election of officers (when applicable).**

SECTION III: AMENDMENT OF BYLAWS

Members will receive current bylaws no later than thirty (30) days prior to annual membership meeting. Amendments may be made to the bylaws by mailing/emailing proposed changes to Bylaws Committee Chair. Members will have up to 10 days prior to the Membership meeting to review bylaws and submit proposed changes.

Bylaws Committee Chair will share proposed changes with the Executive Board, either at annual Executive Board meeting or via email. After Executive Board review and approval, proposed changes will be shared with WAND Membership at annual meeting, either verbally or via paper copy.

Bylaws Committee Chair will submit proposed new bylaws to members via email within 10 days following the Membership meeting. Approval of changes to bylaws will be made via email / online survey within 30 days of receipt by Membership, or at the Fall WAND meeting, should there be one. The majority of the Membership present will make final approval.

If the above is not able to be accomplished at annual Executive Board and Membership meetings, proposed changes to bylaws will be distributed, reviewed, discussed and approved via email/regular mail.

ARTICLE X TRAINING

- A. The training committee will schedule at least one training per calendar year.**
- B. Each paid membership shall be allowed to send one or more staff members to attend the trainings at the membership cost. Staff refers to immediate personnel of the agency and does not include contracted service personnel. Each individual registering will pay the training cost.**

C. Any membership submitting reservations for staff to attend training will be obligated to pay for those reservations regardless if the staff attends the training.

ARTICLE XI NON-PROFIT STATUS

The Wisconsin Association of Nutrition Directors, Inc. is a non-profit corporation. No part of the assets of the corporation shall be divided or inure to the benefit of any officer, director or member of the corporation, or private individual, or be appropriated for any purpose other than the purposes of the corporation as herein set forth.

ARTICLE XII NON-DISCRIMINATION AND CIVIL RIGHTS ASSURANCE

It shall be the policy of this Association that no person, on grounds of race, color, age, sex, religion, handicap or national origin shall be excluded from participation in, be denied the benefits of, be denied or be otherwise subjected to discrimination under any program or activity of this Association; consideration of race, color, sex, age, religion, handicap or a national origin shall not influence the conduct of any aspect of the Association's activities.

ARTICLE XIII DISSOLUTION CLAUSE

Upon the dissolution of this association, its assets remaining after payment, or provision of payment, of all debts and liabilities shall be distributed to a state or local government for the purpose of education and training of Wisconsin Senior Nutrition Program staff. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Wisconsin.