



Association of Nutrition & Foodservice Professionals

**2021 Affiliated State Associations Bylaws of  
DIETARY MANAGERS ASSOCIATION  
Doing Business as the “Association of Nutrition & Foodservice Professionals (ANFP)”**

**ARTICLE I NAME**

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

**ARTICLE III MEMBERSHIP**

**Section 1. MEMBERS OF THIS ASSOCIATION:** Iowa ANFP members are those members of ANFP in good standing having mailing addresses within the state of Iowa. Those ANFP members in good standing with a mailing address other than Iowa may still be active participants in the Iowa 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 as a 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 Iowa shall automatically be members of the State Association.

**Section 2. REBATES:** ANFP shall rebate to the Iowa ANFP 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 Iowa ANFP 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 Iowa ANFP 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 BOARD OF DIRECTORS:** The Iowa ANFP Board of Directors shall have supervision, control and direction of the affairs of Iowa ANFP, 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. BOARD OF DIRECTORS ORGANIZATION:** The President, President-elect, Secretary, Treasurer, Treasurer-elect, Immediate Past-President, and State Spokesperson shall constitute the State Executive Committee within the State Board of Directors. The Executive Committee shall reflect the broader membership and interests of the Association; be recommended by the Nominating Committee and elected by the members; and, be entitled to vote on matters that come before the Executive Committee. The Executive Committee shall exercise powers to the extent permitted by law, between meetings of the Board of Directors.

**Section 5. TERM OF OFFICE FOR OFFICERS:** The President, President-elect and Immediate Past President shall hold office for a term of one year. The President-elect, at the end of the term, shall automatically assume the office of President. The President, at the end of the term, shall automatically assume the office of Immediate Past-President. The Secretary shall hold office for a term of two years and shall be elected the even numbered years. The Treasurer and Treasurer-elect shall hold office for a term of one year. The Treasurer-elect, at the end of the term, shall automatically assume the office of Treasurer. The State Spokesperson shall hold office for a term of three years.

**Section 6. 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 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 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 Board of Directors.

**Section 7. 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 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 8. DUTIES OF THE SECRETARY:** The Secretary shall give notice of and attend all meetings of the 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 9. 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 Board of Directors. All sums received shall be deposited in the bank approved by the 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 co-signed by the President if \$100 or larger. 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 Board of Directors and ANFP. Treasurer is responsible for completing the required IRS tax filings annually to keep tax-exempt status. The Treasurer shall be bonded.

**Section 10. DUTIES OF THE TREASURER-ELECT:** The Treasurer-elect shall serve under the guidance of the Treasurer and as a member of the Finance Committee. The Treasurer-elect shall train to learn the budgeting and audit process. They shall assist with the annual budget process; working in collaboration with the Treasurer, President and Board of Directors. The Treasurer-elect shall have such other duties as the Treasurer, the President or the Board of Directors may assign.

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

**Section 12. DUTIES OF THE STATE SPOKESPERSON:** The State Spokesperson shall counsel on all matters pertaining to operation of Iowa ANFP, and shall accept any responsibility delegated to him/her by the President. The State Spokesperson shall have the right to vote on the Executive Committee. Shall submit copies to Iowa ANFP President and ANFP of letters or scheduled visits with members of Congress. Shall submit to Iowa ANFP and ANFP a report of State legislative activities.

**Section 13. ABSENCE FROM BOARD OF DIRECTORS MEETING:** Any member of the Board of Directors unable to attend a meeting shall inform the President. If a Board of Directors member 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 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-elect, one to be

designated chair. The President shall act as counsel to the Nominating Committee but shall have no vote. The committee reports directly to the Board of Directors.

**Section 3. NUMBER OF CANDIDATES:** The Nominating Committee shall designate annually at least two (2) active member candidates for each of the offices of President-elect, Treasurer-elect, and Secretary (every other year). If two (2) active members are not available, the Nominating Committee shall allow for one (1) active member candidate and a “write-in” candidate.

**Section 4. BALLOT PROCEDURE:** The Nominating Committee must submit a ballot to the Secretary. 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 Chair of the Tellers Committee in order to be valid and to be counted in the election. The Chair of 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 and Tellers Committee to file.

**Section 5. 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 thirty (30) days prior to the start of the Annual Spring 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 6. 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 Immediate Past Chair. Such additional nominations must be supported by a petition endorsed by at least ten percent (10%) of the Association's voting members.

**Section 7. VOTE:** The election of state officers shall be conducted by either mail and/or electronic ballots, which shall be sent to all members eligible to vote not less than thirty (30) days prior to counting the ballots or by secret ballot at the State business meeting. If the election is held at the State business meeting, absentee ballots must be made available to those members not attending the meeting.

**Section 8. RIGHT TO VOTE IN STATE ELECTION:** All active members shall be entitled to cast one vote for each of the officers to then be elected.

**Section 9. VACANCIES:** Any vacancy on the 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 Board of Directors for the unexpired term in accordance with procedures adopted by the 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 meetings to transact the business of Iowa ANFP and provide continuing education to the state membership. Special meetings may be called by the Executive Committee or 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 Board of Directors, shall be sent by the Secretary to each member of Iowa ANFP not less than fifteen (15) days nor more than thirty (30) days prior to the date of said meeting.

**Section 2. BOARD OF DIRECTORS:** A minimum of two (2) meetings shall be held each year by the Board of Directors. One meeting shall be held after the national Annual Meeting. One shall be held in January. 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 Iowa ANFP shall be a majority of the members who have registered and attended 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 Board of Directors, shall from time to time designate such committees as may be desirable to effectuate the objectives of Iowa ANFP.

**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 FORCE COMMITTEES:** The President shall from time to time designate such ad-hoc committees or task force committees as may be desirable to effectuate the objectives of Iowa ANFP.

**Section 4. AD-HOC/TASK FORCE COMMITTEE ORGANIZATION:** Membership of each of the ad-hoc/task force committees shall be determined by the President. The President shall instruct the ad-hoc/task force 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 Board of Directors, when not in conflict with these bylaws.

**Section 2. POLICIES:** ANFP may impose upon Iowa ANFP policies and procedures for the conduct of business by Iowa ANFP 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 Iowa ANFP 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.** Iowa ANFP may not speak on behalf of ANFP unless specifically authorized to do so in writing by ANFP. Any attempt of Iowa ANFP to represent ANFP or to act on behalf of ANFP without prior written approval from ANFP shall be cause for automatic revocation of State Association affiliation.

**Section 4.** At the request of ANFP, Iowa 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.

## **ARTICLE XI TERMINATION**

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

1. Failure of Iowa ANFP 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, Iowa ANFP 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. Iowa ANFP's financial obligations to ANFP incurred before termination shall remain an obligation of Iowa ANFP until paid or otherwise resolved.

## **ARTICLE XII FISCAL YEAR**

The fiscal year of Iowa ANFP shall begin on the first (1<sup>st</sup>) day of January of each year and end on the thirty-first (31<sup>st</sup>) day of December of the same 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, Iowa 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 Iowa 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).

**Section 2. PROHIBITED ACTIVITIES:** No part of the net earnings of the Iowa ANFP shall insure to the benefit of or be distributable to its members, officers, directors or other private persons, except that Iowa ANFP shall be authorized and empowered to make payments in furtherance of the purposes set forth in these bylaws. Iowa 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, Iowa 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 XV AMENDMENTS**

Any proposed amendment to these bylaws shall be presented to the membership for a vote by majority action of the 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. Iowa ANFP 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, 2017. **Reviewed 1/2021**