

BYLAWS OF THE ASSOCIATION OF STATE AND TERRITORIAL PUBLIC HEALTH NUTRITION DIRECTORS (ASTPHND)

Article I. Name

The name of this organization shall be the Association of State and Territorial Public Health Nutrition Directors (ASTPHND), hereafter referred to as the Association, doing business as the Association of State Public Health Nutritionists (ASPHN). The Association is a nonprofit organization incorporated in the District of Columbia and is a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

Article II. Purpose

2.1 Mission. The Association of State Public Health Nutritionists strengthens nutrition policy, programs, and environments for all people through development of public health nutrition leaders and collective action of members nationwide.

2.2 Functions. The functions of the Association are:

- a. To serve as a channel through which staff of public health nutrition programs of each U.S. state, territory, commonwealth, district, or federal or state recognized tribe, (hereafter referred to as “State(s)”) may exchange information for the enrichment and improvement of public health nutrition programs.
- b. To provide for the National Fruit and Vegetable Nutrition Council as a focus for leadership in State and national organizations to achieve optimal health through programming and policies that focus on increasing fruit and vegetable consumption.
- c. To provide for the Maternal and Child Health (MCH) Nutrition Council as a focus in order to achieve optimal wellbeing through healthy eating and active living among the maternal, infant, child and adolescent population, including those served by Title V/MCH Block Grant.
- d. To provide for the Obesity Prevention Nutrition Council as a focus for leadership and an organized voice in State and national organizations to prevent obesity through strengthened policies, systems, and environments, and improved programs and services that facilitate healthy eating and active living.
- e. To participate with the Association of State and Territorial Health Officials (ASTHO) and other organizations or agencies in promoting programs to protect the health of the nation.

- f. To serve as an official body with whom other professional groups in public health and related fields can work on nutrition programs and problems of mutual concern.
- g. To serve as an advisory body to ASTHO and other organization or agencies on legislation and public policy related to food and nutrition issues and concerns.
- h. To advance scientific understanding of public health nutrition and promote the translation of research into practice.
- i. To foster and recommend standards for the education of practitioners in the field of public health nutrition.

Article III. Membership

3.1 Categories and Privileges. The Association's general membership categories and associated privileges are:

- a. Appointed Member.** The chief health official of the official public health agency of each State will designate an Appointed Member. The Appointed Member must be an employee of the State public health agency. The Appointed Member may vote on matters coming before the Association as a whole on behalf of the State. Appointed Members are eligible to hold elected positions on the Association's Board of Directors.
- b. General Members.** Departments of Health, Human Services, Education, Agriculture, Medicaid, Aging, and the Cooperative Extension System in each State (each a "State Agency") may have additional members who are employees of or are contracted by the State Agency and who perform State-level public health nutrition functions. A person eligible for this category of membership can be nominated by the Appointed Member or can nominate themselves. General Members shall be approved by the Association's Board of Directors. General Members are eligible to hold elected positions on the Association's Board of Directors and may vote in Council elections.
- c. Associate Members.** Any person or agency not eligible to be included as a General Member, with interest in public health nutrition, can be an Associate Member. Eligible Associate Members shall be approved by the Association's Board of Directors. An Associate Member who is a member of a Council may hold an elected Office in that Council, may vote for Council Offices in that Council and may vote at Board Meetings as an elected Representative of their Council serving on the Board of Directors.

An Associate Member may hold an elected position on the Association's Board of Directors once they have served at least one term as an elected a Council representative.

3.2 Voting

- a. **Who May Vote.** Each State whose dues are current, shall be entitled to one vote, to be cast by the Appointed Member, on all matters coming before the Association as a whole.
- b. **Voting Procedures.** Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the voting membership, the Board of Directors will present the issue to the membership at the annual meeting, at a special meeting, or in writing.
- c. **Action by Ballot.** When it is deemed inexpedient to call a special meeting for the purpose of a vote, the Directors may, unless otherwise required by these Bylaws, submit such a matter to the voting membership in writing for vote and decision. A ballot shall provide an opportunity to vote for or withhold a vote for each candidate for election as director and an opportunity to vote for or against any other proposed action. Solicitations for votes by ballot shall: indicate the number of responses necessary for obtaining a quorum, the percentages necessary to approve each item, and the time the ballot must be received by ASPHN to be valid. The question thus presented shall be determined according to a majority of the written votes received within thirty (30) days after such submission to the membership, provided that in each case votes of at least fifteen (15) agencies shall be received. Any and all action taken in pursuance of a majority vote in each such case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting. Written votes include those made via fax and email.
- d. **Proxies.** An Appointed Member may designate another member from his/her State to vote on matters coming before the Association, by notifying the Association Secretary in advance.

- 3.3 **Councils.** The Association shall recognize and support councils that meet operational and administrative standards established by the Association ("Council(s)"). A Council will consist of members with an interest in the Council's focus area. A Council will engage in activities which meet the needs of its members and are consistent with the objectives and policies of the Association and will manage itself to be consistent with the Bylaws and policies of the Association.

- a. **National Fruit and Vegetable Nutrition Council.** Each State will have at least one Fruit and Vegetable Nutrition Council member. The Fruit and Vegetable Nutrition Council members shall be Appointed Members, General Members, or Associate Members with an interest in influencing decisions that affect fruit and vegetable public health planning. All Fruit and Vegetable Nutrition Council members are the voting members in elections of the National Council of Fruit and Vegetable Nutrition Council.
- b. **MCH Nutrition Council.** MCH Nutrition Council voting members consist of Appointed Members, General Members and Associate Members who wish to join as well as one MCH Nutrition Council Liaison per State who shall be an Appointed Member or a General Member and shall be chosen by the Appointed Member and the State Title V Director. Members vote in elections of the MCH Nutrition Council.
- c. **Obesity Prevention Nutrition Council.** Each State will have at least one Obesity Prevention Nutrition Council member. The Obesity Prevention Nutrition Council members shall be Appointed Members, General Members or Associate Members with an interest in preventing obesity by strengthening policy, systems, and environments, as well as programs and services. All Obesity Prevention Nutrition Council members are voting members in the Obesity Prevention Nutrition Council elections.

3.4 Dues

- a. **Amount.** Dues for each State cover one Appointed Member, one MCH Nutrition Council Liaison, and an unlimited number of General Members. Associate Member dues cover the person or agency. Dues for Appointed Members and dues for Associate Members shall be determined by the Association's Board of Directors, subject to approval by a majority vote of a quorum at a Board of Directors meeting, providing notice of changes shall have been provided to all Appointed Members at least thirty (30) days prior to the vote.
- b. **Delinquency.** Dues shall be payable annually to the Treasurer on or before the first day of the fiscal year. Any member of the Association who is delinquent in dues for a period of sixty (60) days shall be notified of the delinquency. If dues are not paid within the succeeding sixty (60) days, the member forfeits all rights and privileges of membership; reinstatement of privileges may be made upon payment of the current year's dues. The Board of Directors may by rule prescribe procedures for extending the time for payment of dues and continuation of

membership privileges upon request of a member and for good cause shown.

Article IV. General Membership Meetings

- 4.1 Annual Meeting.** There shall be an annual meeting of all members of the Association during the month of June, unless otherwise ordered by the Board of Directors, at the place and on the date that the Board of Directors determines, for the purpose of receiving the annual reports and the transaction of other business.
- 4.2 Other Meetings.** Special meetings of the Association general membership may be called at any time by the Board of Directors or by members representing at least one-twentieth of the votes entitled to be cast. Except as otherwise required by law or restricted by the Articles of Incorporation or these Bylaws, the members may participate in a meeting of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.
- 4.3 Notice.** The Board of Directors must give Association members at least 30 days advance notice of all annual and special meetings. The notice must include a description of the business to be discussed.
- 4.4 Waiver.** Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person or person entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be conclusively deemed to be equivalent to such notice. In addition, any member who attends a meeting of the Association without protesting at the commencement of the meeting such lack of notice, shall be conclusively deemed to have waived notice of such meeting, and the presence of any member at a meeting, in person or by proxy, without objection to the lack of notice of such meeting shall constitute waiver of such notice by the member.
- 4.5 Quorum.** A quorum for any Association meeting shall be representation in person or by proxy from at least fifteen (15) States as defined in 2.2a.
- 4.6 Presiding Officer and Secretary.** At any meeting of the members, if neither the President, nor the President-Elect, nor a person designated by the Board of Directors to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If the Secretary is not present, the presiding officer shall appoint a person present to act as secretary of the meeting.

4.7 Action by Consent. Any action required by the District of Columbia Nonprofit Corporation Act to be taken at a meeting of the members of the Association, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or document filed with the Mayor of the District of Columbia under the District of Columbia Nonprofit Corporation Act.

Article V. Board of Directors

5.1 General Powers. The administrative body of the Association shall be the Board of Directors, whose members shall receive no salaries for their services. The business and affairs of the Association shall be managed by the Board of Directors, which may exercise all powers of the Association and perform all lawful acts.

5.2 Composition. The Board of Directors shall consist of the following individuals selected as provided in Article IV: President, President-Elect, Secretary, Treasurer, Immediate Past-President; at least five (5) Directors at Large; two representatives from each Council – one primary and one secondary. The Board of Directors shall also include any non-voting director(s) appointed as provided in Section 5.4 of these Bylaws. .

5.3 Voting Directors. On matters before the Board of Directors, the President, President-Elect, Secretary, Treasurer, Immediate Past-President and each Director at Large shall have one vote. The primary Council representative shall have one vote and the secondary Council representative shall only have a vote if the primary Council representative is absent.

5.4 Non-Voting Directors. The Board of Directors, may, by majority vote, appoint up to three individuals to serve as non-voting directors on the Board. Secondary Council representatives are also non-voting members of the Board of Directors unless the primary Council representative is absent.

5.5 Place of Meetings. The Board of Directors may hold meetings, both regular and special, as may be provided by resolution adopted by a majority of the Board of Directors.

5.6 Quorum. A quorum of the Board of Directors shall be at least half its voting members, but never fewer than five (5).

Article VI. Elected Officers and Directors.

- 6.1 Qualifications.** The President-Elect must be an Appointed, General, or Associate Member in good standing and who either: 1) has had previous Board experience; or 2) is an Appointed or General Member who has served as a committee chairperson, within a three-year period immediately prior to nomination as President-Elect. In the event that no candidate for President-Elect can be identified, the Governance Committee chair may appeal to the Association's Board of Directors requesting to nominate an Appointed or General Member in good standing with other leadership experience in the Association. Council Representatives may be any Council member who is an Appointed Member, General Member, or Associate Member in good standing. All other offices may be filled by any Appointed or General Member in good standing, or Associate Member in good standing who has previously served at least one term as an elected Council representative
- 6.2 Nominations of Officers and Council Representatives.** At least three months (90 days) prior to the annual meeting the Governance Committee shall submit to the Secretary a list of candidates for the Board of Directors, including the Council representatives, and for the Governance Committee.

The Governance Committee shall consider the current and projected composition of the Board and future leadership needs of the Association to identify potential eligible members for the slate of nominees. The Governance Committee shall try to achieve diversity as described below among nominees and shall nominate no more than two (2) people from any one State ensuring that the complete (full or new) Board of Directors has no more than two (2) people from any one State. In selecting nominees for the Board of Directors, the Governance Committee shall strive for an overall balance from all eligible membership groupings (Appointed Members, MCH Nutrition Council Liaisons, General and Associate Members).

- 6.3 Election of Officers, Directors at Large, and Governance Committee Members.** An election shall be held annually for the selection of a President-Elect, a Secretary or Treasurer, two (2) or three (3) Directors at Large, and three (3) members of the Governance Committee. Ballots shall be sent by the Association Secretary to the Appointed Members at least ninety (90) days prior to the annual meeting, and returned to a Chair of Tellers, who shall be appointed by the Governance Committee. The Chair of Tellers shall tally the results and report them to the Association Secretary within sixty (60) days of the annual meeting. In case of a tie for any office, selection shall be by coin toss by the Association Secretary. No member shall hold more than one elected office at a time. The President cannot succeed himself/herself. In the event no annual meeting is scheduled, a list of candidates will be submitted to the Association Secretary at least ninety (90) days prior to the anniversary of the previous annual meeting.

- 6.4 Election of Council Representatives.** An election of representatives from each Council shall be held annually for the selection of representatives to serve on the Association's Board of Directors. Ballots shall be sent by the Association Secretary to the Council's membership at least ninety (90) days prior to the annual meeting, and returned to the Chair of Tellers. The Chair of Tellers then tallies the results and reports to the Association Secretary within sixty (60) days of the annual meeting. In case of a tie for any office, selection shall be by coin toss by the Association Secretary. No member shall hold more than one elected office at a time. In the event no annual meeting is scheduled, a list of candidates will be submitted to the Association Secretary at least three months of ninety (90) days prior to the anniversary of the previous annual meeting.
- 6.5 Terms of Office.** Terms begin on August 1st of each year. The term of office of President is one year, with the President-Elect assuming the presidency at the completion of that term. The terms of office of the Secretary and Treasurer are each two years, with the end of term for each occurring in alternate years. The term of office of the Directors at Large is two (2) years. The Directors at Large will be divided into two classes: one class with three Directors at Large, and one class with two Directors at Large. The terms of office of each class shall be set so that the terms of all Directors at Large in each class shall expire in the same year and so that the terms of each class shall expire in alternate years. The term of office of the Immediate Past-President is one year. In the event the Immediate Past-President is no longer a member of the Association or desires not to serve on the Board as the Immediate Past-President, the Board shall elect a different past-president to serve as Immediate Past-President. There is no limit to the number of terms a past-president can serve as the Immediate Past-President. The term of each Council primary representative and secondary representative is one year. The officers, Directors at Large and Council representatives shall serve through their designated term, or until their successor is elected and qualified.
- 6.6 Vacancies.** A vacancy occurring in the office of President shall be filled by the President-Elect for the balance of his/her unexpired term and then full year term as President. A vacancy occurring in the office of President-Elect shall be filled by a special election. Vacancies occurring in the offices of Secretary, Treasurer, Director at Large, or Governance Committee shall be filled by members nominated by the President and approved by the Board of Directors. In the event that the offices of President and President-Elect both become vacant, the Board of Directors shall appoint persons to fill these offices until an election can be held. Vacancies occurring in the primary representative position of a Council will be filled by the secondary representative of the Council for the balance of the unexpired term. Filling a vacancy occurring in the secondary representative shall be decided by the Council.

6.7 Resignation, Removal, and Termination. Any officer, Director at Large, or Council representative who is unable to fill his/her responsibilities because of incapacity or other reasons may resign or be removed from office. Resignation must be in writing and received by the Secretary. Removal requires the vote of a majority of the full Board of Directors at a meeting for which the Board has received notice of the proposed removal. All actions on removal from office shall occur only by secret ballot. If the State of any officer or Council representative refuses to pay dues, then the officer's and/or Council representative's term will end July 31 of the year that dues are not paid.

6.8 Authority and Duty of Officers and Directors.

- a. Officers. The officers of the Corporation shall be a President, a President-Elect, an Immediate Past President, a Secretary, a Treasurer, and such other officers as the Board may designate.
- b. Powers and Duties of Officers: Subject to the control of the Board of Directors, all officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board. An officer shall discharge his or her duties in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the officer reasonably believes to be in the best interests of the Corporation.
 - i. **President.** The President shall be the chief executive officer of the Association and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs and property of the Association and general supervision over its other officers. He/she shall perform all duties usually incident to the office of President, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President is a co-chair of the Administrative and Finance Committee. Upon leaving office, the President shall become the Immediate Past-President, succeeding any current holder of that title.
 - ii. **President-Elect.** The President-Elect shall, in the absence of the President or in the event of the President's disability, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors. The President-Elect is responsible for planning the annual meeting.
 - iii. **Immediate Past-President.** The Immediate Past-President shall serve as a voting member on the Board of Directors. The

Immediate Past-President shall advise the President and Board of Directors on Association business. The Immediate Past-President will serve on the Governance Committee in an advisory capacity. The Immediate Past-President will chair the Bylaws Committee.

- iv. **Secretary.** The Secretary shall record all votes of the Board of Directors and of the general membership and record minutes of the Board of Directors and general membership meetings; and shall perform such other duties as may be prescribed by the Board of Directors or the President.
 - v. **Treasurer.** The Treasurer, who is a co-chair of the Administrative and Finance Committee, shall provide for custody of the corporate funds and other valuable effects, and shall insure that full and accurate account of receipts and disbursements is maintained; shall disburse the funds of the Association as may be ordered by the Board of Directors; and shall render account of all transactions and of the financial condition of the Association, as requested by the Board of Directors or the President.
- c. Directors at Large.** The five (5) Directors at Large shall assist the President in developing the program of conducting the business of the Association. The Directors at Large shall assume the responsibility for oversight of activities in the work plan of the Association. The Directors at Large shall encourage member participation on standing and special committees. Each Director will take an active role as a chair of a Board or Association Committee. One (1) Director at Large will be appointed by the President as the Chair of Governance Committee. The Directors at Large are members of the Financial Audit Committee.
- d. Council Representatives.** Each Council shall have two elected representatives on the Association's Board of Directors. There will be a primary and secondary representative. Each Council will only have one (1) vote on the Association's Board of Directors. The secondary representative may vote in the absence of the primary representative. Both Council representatives shall assist the President in conducting the business of the Association and shall maintain coordination of efforts and communication between the Association and the Council.

Article VII. Committees

- 7.1 Standing Committees.** The Standing Committees of the Association shall include the following: Administrative and Finance Committee, Annual Meeting Planning Committee, Financial Audit Committee, Bylaws Committee, and Governance Committee.

- a. The Administrative and Finance Committee is co-chaired by the President and Treasurer and includes the President, President-Elect, Treasurer, and the primary representative from each Council.
- b. The Annual Meeting Planning Committee is chaired by the President-Elect and is comprised of other interested Association members.
- c. The Financial Audit Committee is comprised of all the Directors at Large on the Board of Directors.
- d. The Bylaws Committee is chaired by the Immediate Past-President and is comprised of other interested members.
- e. The Governance Committee is chaired by a Director at Large who is appointed by the President and is comprised of three persons elected by the membership (one-year term), the Immediate Past President, and one representative from each Council. The Council representatives are elected by the Council members and can be the immediate-past primary representative.

7.2 Other Committees. Special committees will be established by the President, as he/she may find necessary, with approval by the Board of Directors. If the committee chair and/or the President determine that the committee is no longer needed, the Board of Directors must approve discontinuation of the committee.

Article VIII. Seal

The corporate seal shall have inscribed thereon the name of the Association, the year of its incorporation, and the words "Corporate Seal" and "District of Columbia."

Article IX. Fiscal Year

The fiscal year of the Association shall be the calendar year or such other period as may be fixed from time to time by the Board of Directors.

Article X. Books and Records

The Association shall keep, at a site or sites designated by the Board of Directors, the following electronic and/or hard copy records: a) correct and complete books and records of account; b) minutes of the proceedings of the members, the Board of Directors, and any committee having any of the authority of the Board; and c) a record of the names and addresses of the members entitled to vote. Books and records of the Association may be inspected by any member having voting rights, or his agent of attorney, for any proper purpose at any reasonable time.

Article XI. Amendments and Review

11.1 Amendments to Bylaws. Subject to the provisions of the Articles of Incorporation, the Board of Directors shall have the sole power to make, alter, amend and repeal these Bylaws, and to adopt new Bylaws, by an affirmative vote of a majority of the Directors then in office, provided that notice of the proposal to modify the Bylaws and the time and place of the meeting at which the Board will vote on the changes has been given to all members at least twenty (20) days in advance of the meeting at which action on the Bylaws takes place.

11.2 Review of Bylaws. These Bylaws shall be reviewed no less often than annually by the Bylaws Committee.

Article XII. Parliamentary Authority

Roberts' Rules of Order, Newly Revised, shall constitute the parliamentary authority for the conduct of meetings of members of the Board, and in all cases not covered by these Bylaws.

Article XIII. Indemnification

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Directors or officers or former Directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of such Director or officer or former Director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XIV. Special Rules and Dissolution

14.1 Special Rules. No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, officers, or other private persons, except that the Association shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article II of these Bylaws. The Association shall not carry on any activities that are not permitted to be carried on by any organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

14.2 Dissolution. On the dissolution of the Association, the Board, after paying or making provisions for payment of all the liabilities of the Association, shall dispose of all its assets as required by federal income tax laws.