

DRAFT REVISED BYLAWS
of
The Washington Association of Senior Nutrition Programs

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ARTICLE I – NAME

The name by which the Association shall be known is THE WASHINGTON ASSOCIATION OF SENIOR NUTRITION PROGRAMS (WASNP).

ARTICLE II - PURPOSES

The purposes for which the Association is formed are:

- To promote professional growth and encourage the maintenance of high professional standards among members of the Association;
- To promote effective communication between Nutrition Programs and federal, state, and local governmental bodies;
- To promote effective communication and interaction between the Association and other related organizations, agencies, and groups;
- To promote the development of any and all resources supportive to Nutrition Programs.

ARTICLE III - MEMBERSHIP

Section A - Membership

WASNP is an open organization with several categories of membership. Guests are welcome at all meetings.

Membership shall be granted for one (1) calendar year upon payment of dues, commencing January 1st of said year.

Voting membership in the Association shall be open to either:

- An agency or organization, which provides direct senior nutrition, services.
- An individual, including administrative support staffs and program dietitians, who is responsible for the provision of senior nutrition services.

Non-Voting Membership:

Corporate membership is defined as any profit-motivated business or organization interested in supporting the goals of senior nutrition services and approved by the executive committee. Corporate members may not vote or hold an elected office.

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Fellow membership shall be defined as an individual employed by an agency or organization, such as an Area Agency on Aging or Washington State DSHS, which oversee member providers in the provision of senior nutrition services. Fellow members may not vote or hold an elected office.

Section B - Annual Dues

The amount of the annual membership dues for the forthcoming year shall be determined at the Fall Meeting of the Association. Dues are used to offset meeting costs, for mailings, speaker costs, etc. ~~Incremental/additional members from the same organization shall pay dues at a reduced rate.~~

Section C - Non-Member Fees

Individuals, who wish to participate in general meetings without obtaining membership in the Association, shall pay an ~~additional 25% above member cost daily non-member fee~~ to help offset meeting costs. ~~Non-Member fees may vary depending on anticipated meeting costs.~~

The purpose of the WASNP Evergreen Education Award is to encourage and promote participation of WASNP members in education events that will enhance their expertise and effectiveness in their present position. The scholarship may be used to assist individuals in their attendance at local, state, and national conferences, seminars, and workshops. The number, quantity, and applications process for the scholarships will be determined at the Fall Meeting of the Association.

ARTICLE IV - MEETINGS

Section A - General

The Association shall meet as often as necessary, but not less than ~~two (2) three (3)~~ times per year. The date and location of the Senior Services of Washington's (SSOW) Annual Meeting shall be considered when planning the Fall Meeting. A written notice of, and ~~tentative~~ agenda for, such meetings shall be prepared by the President and sent to all members no less than forty-five (45) days prior to the date itself thereof. Robert's Rules of Order shall govern all meetings. Minutes of each meeting shall be sent to all members of the Association within thirty (30) days following such meeting.

If the Association fails to hold a meeting, as provided by these By-Laws because of failure of the persons whose duty it is to call such a meeting, then any group consisting of at least five (5) members may call such a meeting by a notice in writing, sent by ~~certified mail, email~~ to each member at the address shown in the records of the secretary of the Association, no less than ten (10) nor more than sixty (60) days prior to the intended date of such a meeting.

In order to expedite effective communication among and participation by the Association membership, effective notice and publicity shall be accorded all Association business prior to and following all official meetings.

Section B - Voting

Quorum: At least five (5) members or designated alternates shall constitute a quorum for the transaction of business.

Majority Vote Required: The act of a majority of the members present at a regular meeting at which a quorum is present at the time of the act shall be the act of the Association, except where otherwise specified herein.

Section C - Compensation or Reimbursement

No officer or member shall receive any compensation or remuneration from the Association provided, however, that the Association may see fit to reimburse its members and officers for any reasonable and necessary expense incurred in connection with official business of the Association.

Section D - Removal from Office

The membership shall be vested with the authority to remove any officer from office for malfeasance or non-feasance upon thirty (30) days written notice of the purpose of the meeting sent to all members and provided that a quorum is present. A vote of two-thirds of those present and voting in favor of removal shall affect removal of such officer.

ARTICLE V - EXECUTIVE COMMITTEE MEMBERS AND OFFICERS OF THE ASSOCIATION

Section A - Executive Committee Composition

The Executive Committee shall consist of the officers of the Association and the immediate Past President.

Section B - Officers of the Association

The Officers of the Association shall consist of the President, Vice President, Secretary, and Treasurer.

For the election of officers, nominations will be accepted from the floor. All nominees must be current members of the Association.

The officers of the Association shall be elected annually at the Fall Meeting by a majority vote of the members present. Any member who will be unable to attend the Fall Meeting may request an Absentee Ballot from the Secretary in writing. -The Secretary shall mail or email such ballot immediately upon such request. Absentee ballots must be received seven (7) days prior to the beginning of the Fall Meeting in order to be counted.

Section C - Assumption of Office

All Executive Committee members shall take office immediately at the close of the Fall Meeting.

ARTICLE VI - FUNCTIONS OF THE EXECUTIVE COMMITTEE

Section A - General Responsibilities of the Executive Committee

The Executive Committee is charged with the implementation of policies and plans adopted at meetings of the Association. Except as is necessary for the implementation of policies and plans, the Executive Committee shall not be a policy making body. All decisions of the Executive Committee shall be reported at the next regular meeting of the Association and shall be subject to the approval of the membership.

1. President

The President shall preside at all meetings of the Association. The President shall sign on behalf of the Association all deeds, contracts, and all other formal instruments and shall perform such other duties as may arise from time to time or as directed herein.

2. Vice President

The Vice President shall, during the absence of the President or as a result of the President's ability to act, have and exercise all the President's powers and duties as well as other powers and duties as may from time to time be assigned to the Vice President.

3. Secretary

The Secretary shall keep the minutes of all meetings of the Association and mail such minutes to all members of the Association within thirty (30) days following such meetings.

4. Treasurer

The treasurer shall have charge of all funds and other assets, fiscal papers and records of the Association, and shall be responsible for keeping full and accurate accounts and records of all receipts and disbursements of the Association. All such papers, records, and accounts shall be kept at the Office of the Treasurer and shall be open for inspection by the membership. The Treasurer shall deposit all Association funds to the credit of the Association in a bank duly approved by the Executive Committee. The Treasurer shall chair the Finance Committee and shall present the Fall Meeting with a current audited financial statement. The Treasurer shall establish in conjunction with the Finance Committee, subject to approval of the membership, policies and procedures for the financial business of the Association. The Treasurer shall notify members of the amount of dues payable for the next calendar year by December 1st.

Section III - Re-Election of Members of the Executive Committee

Elected Officers shall be eligible for re-election to succeed themselves in the same office or for election to another office.

The immediate Past President shall serve on the Executive Committee for one (1) year. In the event that the current President is re-elected, the Past President may serve until a new President is elected.

Section IV - Vacancies

In the event that the Office of the President, Vice President, Secretary, or Treasurer becomes vacant, the Executive Committee may appoint a successor who shall hold office until the next election.

Section V - Limitation of Number of Offices Held

An elected officer may not hold concurrently more than one (1) elected office.

ARTICLE VII - OTHER COMMITTEES

Section A - General

All committees, with the exception of the Executive Committee shall be advisory and recommending in nature.

Section B - Nominating Committee

The Nominating Committee shall consist of three (3) members other than the current officers, and will be appointed by the Executive Committee. The Nominating committee shall, at least forty-five (45) days prior to the Fall Meeting at which election of officers is to be held, draw up a slate of officers for the ensuing year and deliver its report to the Secretary of the Association, who shall mail a copy of said report to each member, within thirty (30) days prior to the Fall Meeting.

Section C - Finance Committee

The Finance Committee shall be chaired by the Treasurer and shall recommend accounting, banking, and other fiscal and record keeping policies to the Association and shall review all proposed budgets of the Association prior to their final submission to the membership at the Fall Meeting.

Section D - Audit Committee

The President shall appoint an Audit Committee for the purpose of conducting the annual internal audit of the Association's fiscal records.

ARTICLE VIII - THE FALL MEETING

Section A - General

The Fall meeting shall constitute the final governing authority of the Association. The Fall Meeting shall be presided over by the President of the Association, and shall be convened within the ninth (9th) or tenth (10th) month of the Association's fiscal year. The fiscal year shall be the calendar year January 1 to December 31.

Section B - Powers of the Fall Meeting

The powers of the Fall Meeting shall include the following:

1. Determination of general fiscal, program, and other policies of the Association.
2. Determination of overall program plans and priorities including the adoption of a work plan for the following year, the adoption of a platform or statement of principles, and the general allocation of resources.
3. Approval of the Association's annual Current Financial Statement.
4. Establishment of the Annual Membership Dues for the following year.
5. Discussion of the Non-Member Daily Fee for the following year.
6. Establishment of the number, dollar value, and application process for the Evergreen Education Awards for the following year.
7. Selection of NANASP Board Representative and Alternate from and by the Washington State NANASP members via member caucus.

At the Fall Meeting, the members present and voting shall constitute a quorum, (with a minimum of five members), provided, however that for the transaction of business, notice has been mailed to all members at least thirty (30) days prior to the Fall Meeting. Except as otherwise specified herein, all business transacted at the Fall Meeting will require a simple majority of those present.

Section D - Annual Report

The President of the Association shall prepare an Annual Report describing the activities of Association for the preceding year. This report shall be presented at the Fall Meeting.

Amendment of By-Laws

The By-Laws may be amended at a scheduled meeting, with a quorum present, by two-thirds (2/3) favorable vote, provided that a copy of the proposed change has been mailed to all members at least thirty (30) days prior to the meeting.

Members wishing to amend the By-Laws at a scheduled meeting shall submit a copy of the proposed changes to the Secretary of the Association at least sixty (60) days prior to the scheduled meeting and the proposed change shall be mailed to all members as described in section A of this article.

The By-Laws may also be amended by the Executive Committee at times other than at the a scheduled meeting by notifying all voting members, in writing, thirty (30) days in advance of the implementation of the wording of any such proposed action, and only with the signed consent of at least two-thirds (2/3) of those members responding.

ARTICLE X - 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 employment by, or be otherwise subjected to discrimination under any program of activity of the Association.

Consideration of race, color, age, sex, religion, handicap or national origin shall not influence the conduct of any aspect of the Association's activities.

MEMBERSHIP DUES Structure for 201508

Agency or Organization, ~~\$50~~100.00
~~includes up to 5 people Additional memberships of agency staff — \$25.00~~

Non-voting Membership:
Corporate ~~or Fellow, —~~ \$100~~50~~.00
~~includes up to 5 people Additional Corporate member — \$25.00~~

Non-Members may attend meetings ~~and conference for an additional 25% above the cost that members pay for a \$10.00 per day fee, which will be to be eecollected~~ by the Treasurer at each meeting.