

2017 PROPOSED AMENDMENTS
BY-LAWS (MARKED-UP)
OF
THE NATIONAL ASSOCIATION OF
NUTRITION AND AGING SERVICES PROGRAMS
(as amended June 2015)

ARTICLE I—NAME

The name by which the Association shall be known is THE NATIONAL ASSOCIATION OF NUTRITION AND AGING SERVICES PROGRAMS, INC.

ARTICLE II—PURPOSES

The purposes for which the Association is formed are:

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 promote professional growth and encourage the maintenance of high professional standards among members of the Association;
2. To promote effective communication between Aging Service Programs and federal agencies and governmental bodies;
3. To promote effective communication and interaction between the Association and other related national organizations, agencies, and groups; and
4. To promote the development of any and all resources supportive to Aging Service Programs.

ARTICLE III— MEMBERSHIP

Section I—Membership Categories

There shall be four classifications of membership:

- A. Regular (Voting) Members: Individuals and organizations whose interest is the provision of community-based services for the elderly which promote their independence and well being. Regular members will be eligible to vote on all matters of Association business at the annual meeting or through mail ballot, serve as officers and members of the Board of Directors and serve on any committees as assigned. Regular members include full-paying members and additional members paying a reduced rate.
- B. Corporate (Non Voting) Members: Profit-making corporations who stand to gain financially by doing business with NANASP and/or its regular members. Corporate members will be eligible to attend the Association annual meeting.

- C. Retired (Non Voting) Members: Individuals who were prior NANASP members for a minimum of three (3) consecutive years who are now retired.
- D. Honorary (Non Voting) Members: Special lifetime memberships granted to outstanding individuals in the field of aging, by the NANASP Board.

Section II—Membership Term and Annual Dues

- A. Membership term will be for a period of one (1) calendar year upon payment of dues and will commence on January 1st of said year.
- B. Annual dues changes will be announced at the Annual Meeting.

ARTICLE IV—BOARD OF DIRECTORS

Section I—Authority

The Association shall have a Board of Directors, which shall, within the limits of these by-laws, act for the Association between Annual Meetings. Actions of the Board of Directors shall be considered as actions of the Association.

Section II—Composition of the Board

The Board of Directors shall consist of a minimum of 19 members with at least 51% representing providers. Providers are defined as not-for-profit organizations or governmental entities. All others will be considered “other” members. The Board may fill vacancies at any time by a majority vote. Prospective Board Member applications will be reviewed by the Governance Committee and forwarded to the full Board for consideration. The NANASP board will maintain an ongoing commitment to ethnic and geographical diversity on the Board of Directors. Board Members must recuse themselves from voting on items that present a conflict of interest.

~~A.~~ Term of Office for Board members will be ~~four (4)~~ two (2) years, commencing at the annual meeting of the Association. Members may ~~be re-elected~~ serve for a total of four (4) consecutive terms. Officers’ Board Terms may be extended by a majority vote of the Board to allow completion of term in office. Any Board member elected Chair-Elect will be allowed to remain on the Board to complete full terms as Chair and Immediate Past Chair.

~~B.A.~~ Elections of all officers of the Association will occur at the Annual meeting of the Association. Nominations for officers will be presented by the Governance Committee. Further nominations will be accepted from the floor.

~~C.B.~~ NANASP values an engaged Board of Directors. In order to serve on the board as a member in good standing, members must participate in a minimum of three (3) meetings per calendar year (1 in person and 2 by teleconference). Member must also serve on at least one (1) committee. A waiver to this may be granted if a request is communicated to the Chair three business days prior to the scheduled board meeting. Failure to comply will result in removal from the board upon thirty (30) days written notice by the Board of Directors. A vote of two-

thirds of those present and voting in favor of removal shall effect such removal of such member. Board members are encouraged to make a personal contribution to NANASP.

Section III—Powers of the Board of Directors

- A. The Board of Directors shall exercise all the powers conferred upon it by the Annual Meeting of the general membership with the following exceptions:

The Board of Directors may amend the by-laws or change a decision of the Annual Meeting by notifying all voting members, in writing forty-five (45) days in advance, 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.

- B. In addition to the powers described in paragraph (A) above, the Board of Directors shall exercise the following powers:

1. Approval of management firm and acceptance of recommended Executive Director. The Executive Director shall not be a voting member of the Board of Directors.
2. Determination of rules of procedure of the Board of Directors;
3. Enforcement of compliance with all laws and regulations applicable to the Association;
4. Enforcement of compliance with the terms and conditions of all contracts entered into by the Association;
5. Approval of contractual arrangements between the Association and other agencies, organizations, or governmental bodies.

- C. The Board of Directors are specifically charged with the responsibility of complying with the provision of all laws, regulations and contractual agreements applicable to the Association and its activities. Additionally, they shall be responsible for securing maximum feasible participation of the members of the Association.

- D. In conjunction with the Executive Director and/or management representative, the Board of Directors will perform legislative and executive branch advocacy and education, national issue identification, legislative analysis, activities related to the Older Americans Act reauthorization, and development of position papers and testimony or other issues impacting or affecting nutrition and aging service providers.

ARTICLE V— MEETINGS

Section I—General

- A. The Board of Directors shall meet as often as necessary, but not less than two (2) meetings per year plus the annual meeting. A written notice of, and agenda for, such meetings shall be sent to all members of the Board of Directors no less than ten (10) days nor more than sixty (60) days prior to the intended date thereof. The general membership shall be admitted to any meeting of the Board of Directors; however, there shall be no participation in the meeting of persons other than members of the Board of Directors, except by invitation of the Presiding Officer. All

meetings shall be governed by Robert's Rules of Order. Minutes of each Board meeting shall be sent to all members of the Board of Directors within thirty (30) days of said meeting.

- B. If the Board of Directors 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) Directors may call such a meeting by a notice in writing, sent by certified mail, to each Director at his 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 meeting.
- C. In order to expedite effective communication among and participation by Association membership, effective notice and publicity shall be accorded all Association business prior to and following all official meetings.
- D. The time and place of all meetings should be set so as to enable maximum feasible participation by all members of the Board of Directors,
- E. The Association may adopt and use a corporate seal if the Directors so vote at any meeting.

Section II—Voting

- A. Quorum: A simple majority of the current roster of the Board of Directors shall constitute a quorum for the transaction of business at any meeting.
- B. Majority Vote Required: The act of a majority of the Directors present at a regularly called meeting at which a quorum is present at the time of the act shall be the act of the Association.
- C. Ratification of Corporate Action: If all of the Directors currently filling directorships on the Board of Directors separately, collectively consent in writing or email to any action to be taken by the Association, such action shall be valid corporate action as though it had been authorized at a meeting of the Board of Directors. The Secretary of the Association shall file such consents with the minutes of the Board of Directors meeting. The action so taken shall be read into the minutes of the next following meeting of the Board of Directors.

Section III—Compensation or Reimbursement

The Board of Directors may reimburse its members and officers for any reasonable and necessary expense and/or professional services incurred in connection with official business of the Association.

Section IV—Removal from Office

The Board of Directors shall be vested with the authority to remove any officer who fails to carry out his/her obligations as elsewhere prescribed in these by-laws upon thirty (30) days written notice of the purpose of the meeting sent to all Directors and provided that a quorum of the Directors are present. A vote of two-thirds (2/3) of those present and voting in favor of removal shall effect such removal of such Officer.

ARTICLE VI—EXECUTIVE COMMITTEE MEMBERS AND OFFICERS OF THE ASSOCIATION

The Association (NANASP) shall be governed by an Executive Committee, which shall have general charge of the affairs of the association.

Section I—Executive Committee Composition

The Executive Committee shall consist of the Officers of the Board of Directors.

Section II—Officers of the Association

The Officers of the Association shall consist of the Chair, ~~Chair-Elect~~, a Vice-Chair of Operations/Finance (Treasurer), Secretary, Vice-Chair Marketing/Membership, Vice-Chair of Education, Vice-Chair of Governance, and Immediate Past Chair. The Chair-Elect may concurrently serve as Chair of a Committee.

Section III—Beginning of Term of Office

All Executive Committee members shall take office immediately at the close of the annual meeting, except that the outgoing Treasurer shall have responsibility to complete the financial report for the Conference within forty-five (45) days.

ARTICLE VII—FUNCTIONS OF THE EXECUTIVE COMMITTEE

Section I—General Responsibility of the Executive Committee

The Executive Committee is charged with the implementation of policies and plans adopted at the annual meeting, or a meeting of the Board of Directors. 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 to the next following regular meeting of the Board of Directors and shall be subject to approval, thereof, by the Board of Directors.

Section II—Duties of the Executive Committee

A. Chair

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

B. ~~1st Vice Chair~~ Chair-Elect

The ~~1st Vice Chair~~ Chair-Elect shall, during the absence of the Chair or the Chair's ability to act, have and exercise all the Chair's powers and duties as well as other powers and duties as may from time to time be assigned to the ~~1st Vice Chair~~ Chair-Elect by the Board of Directors and/or the Chair. This elected officer ~~will~~ may serve as ~~be the~~ Chair of one of the Standing Committees.

C. Secretary

The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors and shall keep minutes of the proceedings of its Directors and alternates and committees of directors, together with a book designated as the membership book which shall set forth the names and addresses of each Officer, Director, and member of the Association. All such minutes and books shall be kept at the Office of the Secretary.

D. Vice Chair of Operations & Finance (Treasurer)

The Treasurer shall abide by the policies and procedures for the financial business of the Association as adopted by the Board of Directors. This person will chair the Operations and Finance Committee and serve as an officer of the Executive Committee.

E. Vice Chair of Marketing & Membership

This person will chair the Marketing & Membership Committee and serve as an officer on the Executive Committee.

F. Vice-Chair of Governance

This person will chair the Governance Committee and serve as an officer on the Executive Committee.

G. Vice Chair of Education

This person will chair the Education Committee and serve as an officer on the Executive Committee.

H. Immediate Past Chair

The Immediate Past Chair shall serve ~~as an advisor~~ on the Executive Committee. In the event the Chair and Chair-Elect are not available or able to act, the Immediate Past Chair shall have and exercise all the Chair's powers and duties as well as other powers.

Section III—Election of Members of the Executive Committee

- A. Officers will be elected ~~initially~~ to a ~~two~~one-year term of office by the members at the Annual Meeting. ~~Officers shall be eligible to be elected and serve for a second consecutive one-year term if approved by a super majority (two-thirds) vote of the board of directors. Officers are eligible for re-election to succeed themselves in the same office. However, No officer shall be eligible to retain serve in the same~~ office for more than ~~(2)~~two (2) consecutive terms.
- B. The Immediate Past Chair shall serve on the Executive Committee until his/her successor leaves office.
- C. It shall be the duty of the Governance Committee, ~~chaired by the Vice-Chair of Governance, in consultation with the Chair nominee,~~ to present the Executive Slate including a nominee for ~~1st Vice-Chair-Elect~~ to the full membership at least forty-five (45) days in advance of the Annual Meeting. While it is anticipated that the current Chair-Elect will be the Chair nominee, the Governance Committee may select an alternative candidate for Chair nominee. The Governance Committee will also present at this time the candidates for At-Large Board positions. The Governance committee will also deliver its report to the Secretary who shall provide a ballot to each member of the Association. Absentee ballots must be received ten (10) days prior to the beginning of the annual meeting to be counted.

- D. For the election of officers, any member may offer a nomination from the floor for any of the offices, from among the current and/or past members of the Board of Directors. Officers nominated must hold current voting membership in the Association.
- E. The officers of the Association are elected by a majority vote of the general membership in attendance at the annual meeting.
- F. If more than one candidate is nominated for any office, the order for election shall be listed alphabetically by office in this order: Chair, ~~1st Vice Chair-Elect~~, Secretary, Vice Chair of Finance and Operations, Vice Chair of Education, Vice Chair of Governance and Vice Chair of Membership and Marketing, At-Large Board Members.
- G. An elected officer may not concurrently hold more than one elective office, with the exception of the ~~1st Vice Chair-Elect~~.

Section IV—Vacancies

In the event that the Office of Chair is vacant, the ~~1st Vice Chair-Elect~~ will assume duties until confirmed at the next Board of Directors meeting. In the event that the Office of the ~~1st Vice Chair-Elect~~, Vice Chair of Operations & Finance, Vice Chair of Membership/Marketing, Vice Chair of Education, and/or Vice-Chair of Governance, or Secretary is vacant, the Board of Directors may appoint a successor who shall hold office until the next annual election. If the appointed successor has served less than one-half of the original term, he/she may be re-elected to a full term by a majority vote of the Members at the Annual Meeting. In the event of a vacancy in the Immediate Past Chair position, the previous past chair will fill the vacancy.

Section V—Bonding

All officers and other appropriate members as specified by the Board shall be bonded for performance of their duties in such sums as shall be set by the Board of Directors.

ARTICLE VIII—STANDING COMMITTEES OF THE BOARD OF DIRECTORS

Section I—General

- A. All committees, with the exception of the Executive Committee shall be advisory and recommending in nature, and shall report to the Board of Directors for action on their reports.
- B. Such other committees, standing or special, shall be appointed by the Chair of the Association, subject to Board approval. The Chair shall be ex officio a member of all committees except the Governance Committee.
- C. A board committee may include non-board members after approval by the Executive Committee.

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Section II—Operations and Finance Committee

The [Board](#) Vice-Chair of Operations & Finance shall serve as Chair of this committee. The Operations and Finance Committee of at least three (3) members shall be appointed by the Board Chair promptly after each annual meeting. The Committee shall recommend accounting, banking, fund development, and other fiscal and record-keeping policies to the Board of Directors. It shall be the duty of this Committee to prepare a budget for the fiscal year beginning the first day of January, and to submit it to the Board at its regular fall meeting. The Finance Committee may from time to time submit amendments to the budget for the current fiscal year (January 1 to December 31) to the Board, which may be adopted by majority vote. This committee is responsible for the Annual Meeting agenda.

Section III— Education Committee

The [Board](#) Vice-Chair of Education shall serve as Chair of this committee. An Education Committee of at least five (5) members shall be appointed by the Board Chair in consultation with the [Vice-Chair](#) of this committee after the annual meeting. In conjunction with NANASP staff and/or a management representative, the committee will oversee the planning of the annual conference and all education programs. This Committee's report shall be submitted to the Board for approval at the regular fall meeting. Education budgets shall be submitted to the Finance Committee for inclusion in the Association Annual budget.

Section IV—Membership and Marketing Committee

The [Board](#) Vice-Chair of Membership and Marketing shall serve as Chair of this committee. A Membership and Marketing Committee of at least five (5) members shall be appointed by the Board Chair in consultation with the [Vice-Chair](#) of this committee after the annual meeting. It shall be the duty of this Committee to develop and implement a membership development and marketing plan. The committee's plan shall be approved by the board.

Section V—Governance Committee

The [Board](#) Vice-Chair of ~~the~~ Governance ~~Committee~~ shall serve as Chair of this committee. A Governance Committee of at least five (5) members shall be appointed by the Board Chair in consultation with the [Vice-Chair](#) of this committee (~~or Committee Vice-Chair~~) after the annual meeting. The Governance Committee is responsible for recruitment of qualified board candidates, ongoing review and recommendations to enhance the quality and future viability of the board of directors. The work of the committee revolves around board roles and responsibilities, composition, knowledge, effectiveness and leadership. It shall be the duty of this Committee to nominate candidates for the offices and at large positions to be elected at the annual meeting. At least forty-five (45) days prior to the annual meeting, the Committee shall prepare a slate of candidates for the positions available for the ensuing year and deliver its report to the Secretary who shall provide a ballot to each member of the Association. Absentee ballots must be received ten (10) days prior to the beginning of the annual meeting to be counted. The Governance Committee shall perform such other duties as described in the Bylaws. The Governance Committee will also oversee the by-laws and recommend any policy changes

ARTICLE IX—THE ANNUAL MEETING

Section I—General

The Annual Meeting shall be presided over by the Board Chair of the Association, and shall be convened at the Annual Conference.

Section II—The Annual Membership Meeting

The Annual Membership Meeting shall include the following:

- A. Approval of the minutes of last annual meeting.
- B. Election of officers and at-large members.
- C. Acceptance of the Treasurer's annual report.
- D. Approval of by-law amendments, resolutions, and any other items submitted in advance of the Annual Membership Meeting to the NANASP office.
- E. Presentation of the annual report.

Section III—Amendment of By-Laws

- A. The By-Laws may be amended by a two-thirds (2/3) vote of members in attendance at the Annual Meeting if a copy of the proposed change has been mailed or emailed to all members at least forty-five (45) days prior to the Annual Meeting.
- B. Members wishing to amend the by-laws shall submit a copy of the proposed changes to the Chair, at least ninety (90) days prior to the Annual Meeting, and proposed change shall be mailed to all members as described in Section IV A of this Article.

Section IV—Quorum

At the Annual Membership Meeting, the members present and voting shall constitute a quorum, provided, however, that for the transaction of business notice has been mailed to all members at least sixty (60) days prior to the Annual Meeting. All business transacted at the Annual Meeting will require a simple majority vote of those present.

Section V—Reconsideration of Decisions of the Board of Directors

The Annual Meeting, by a two-thirds (2/3) vote of the members in attendance, call for the reconsideration by the Board of Directors of any prior decision of the Board of Directors, or matters described in Article IV, Section III B, as powers reserved to the Board of Directors.

Section VI—Annual Report

An Annual Report, which shall describe the activities of the Association for the preceding year, shall be presented at the Annual Meeting.

ARTICLE X—NON-PROFIT STATUS

The National Association of Nutrition and Aging Services Programs, Inc., is a nonprofit corporation. No part of the assets of the Corporation shall be divided among 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—DISSOLUTION OF THE ASSOCIATION

Upon the termination or dissolution of the Association in any manner, or for any reason, its assets, if any, remaining after payment (or provision of payment) of all liabilities of the Association shall be distributed to, and only to, one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, which would substantially carry out the purposes of the Association, as determined by the Board of Directors.