

WASHINGTON STATE FOOD AND NUTRITION COUNCIL BYLAWS

Article 1.

NAME

The name of this organization shall be the Washington State Food and Nutrition Council (WSFNC). The organization is an independent, non-partisan, non-profit organization.

Article 11.

MISSION STATEMENT

The Washington State Food and Nutrition Council promotes healthy and sustainable food systems, and supports nutrition programs and policies through advocacy and education.

The mission of the Council shall be met by:

1. Proposing, supporting and monitoring necessary legislation, and encouraging and promoting a full and fair exposition of the pertinent facts involving legislation affecting food and nutrition;
2. Informing individual members, member agencies and the general public regarding food and nutrition programs, concerns, and opportunities;
3. Cooperating with related groups on behalf of nutrition and the well – being of persons in Washington state;
4. Sponsoring and supporting seminars, work shops, and conferences on food and nutrition;
5. Promoting the general purpose of the Council by any other means proposed by the Council.

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Article III.

MEMBERSHIP

Section 1. Members of Washington State Food and Nutrition Council shall be interested persons who will exemplify and promote the purpose of the organization.

Section 2. There shall be two types of members:

A. Individual members shall pay annual dues of \$25.00. An exception will be for students who with proof of registration in an institution of higher learning, shall pay annual dues of \$10.00. All individual members shall have the right to vote, participate in meetings and hold elected or appointed offices. Each individual member with an email address will receive a newsletter.

B. Organizational members shall pay annual dues based on the number of members participating from the organization. The dues shall consist of:

1)	5 members or less	\$50.00
2)	6 – 10 members	\$75.00
3)	11 – 15 members	\$100.00
4)	16 or more members	\$150.00

Votes will be distributed as follows:

1) 5 members or less	1 voting member
2) 6–10 members	2 voting members
3) 11-15 members	3 voting members
4) 16-20 members	4 voting members

Ballots will be sent to the contact person from each organization. The contact person will distribute the appropriate number of ballots for that organization.

Each member with an email address will receive a newsletter.

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- Section 3. The fiscal year of the Council is October 1st to September 30th. New members will be accepted at any time. Membership shall remain active for one year from the date a member joins.
- Section 4. The annual dues are payable at any time during the year, however they must be submitted prior to November 15th of the current year for inclusion in the Membership Directory.

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Article IV.

OFFICERS AND THEIR ELECTIONS

Section 1. Elective Offices of the Washington State Food and Nutrition Council shall include the following: President, Conference Planning Chair, two Conference Planning Committee members, Secretary, Treasurer, two At-Large members and Nominating Chair.

Section 2. Terms of Office - Each office may be held for no more than two consecutive terms. Terms of office shall begin October 1st and end September 30th. A person may not hold more than one elective office concurrently.

A. President – Two years, with second year as Past President

B. Conference Planning Chair – one year

C. Conference Planning Committee (two) – one year

D. Past President – one year following the Presidency

E. Secretary – two years, assumes office in even years

F. Treasurer – two years, assumes office in odd years

G. Nominating Chair – one year

H. At-Large members (two)- one year

Section 3. Functions – Detailed job responsibilities may be found in the Standing Rules.

A. President:

- 1) Shall preside at all meetings of the Council and Board;
- 2) Shall appoint chairpersons for Membership, Newsletter, Webmaster, and Legislative committees;
- 3) Shall serve as the official liaison between the Council and the public at large and other food and nutrition organizations;
- 4) Shall act as deputy-treasurer;
- 5) Shall be ex-officio of every committee.

B. Conference Planning Chair:

- 1) Shall serve as chairperson of the Conference committee, and shall plan and execute the program for the annual conference.

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- C. Conference Planning Committee (two):
 - 1) Shall support the Conference Planning Chair.
- D. Past President:
 - 1) Shall serve on the Board and the executive committee and be available as advisor and historian.
 - 2) Shall preside at either the request of, or in absence of the President at any meeting. Shall automatically become President should the office be vacated.
- E. Secretary:
 - 1) Shall record the minutes and keep the records of the business of the Council, Board and Executive Committee;
 - 2) Shall conduct correspondence for the Council and the Board.
- F. Treasurer:
 - 1) Shall receive the monies of the Council;
 - 2) Shall be responsible to pay all bills approved by the Board;
 - 3) Shall balance the books and present them to an auditing committee biennially at the completion of office;
 - 4) Shall prepare an end-of-year financial statement and present it to the first Board meeting of each fiscal year;
 - 5) Shall present a budget report at each Board meeting.
- G. Nominating Chair:
 - 1) Shall work with the Board to prepare a slate of candidates for each office, ideally this would include two or more nominees for each office;
 - 2) Shall distribute the ballots, tally and give results to the Board first, then the Council.
- H. At Large Board Members (two)
 - 1) Shall succeed the secretary, treasurer or nominating chair should any of those offices be vacated, unless the President chooses an alternate replacement.
 - 2) Shall be available to chair short-term committees, such

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as a mid-year event or a food bank fundraising walk,
and/or assist the conference planning committee.

Section 4. Elections

- A. Individual members and one person per organization membership shall be nominees for election and shall have paid dues the year in which they run for office;
- B. Elections shall be by a majority of votes cast.

Section 5. Vacancies

- A. The President shall appoint members to fill vacated unexpired terms.

Section 6. Executive Committee

- A. Shall be composed of the following offices: President, Past President, Secretary and Treasurer;
- B. Shall serve as the Finance Committee;
- C. Shall receive budget requests and prepare an annual budget for approval by the Board.

Section 7. Board

- A. Board members shall consist of all elected officers, Past President, and chairpersons of standing committees.
- B. All board members shall have voting rights.

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Article V.

STANDING COMMITTEES

- Section 1. Terms of Office – All standing committees appointments shall be for one year, from October 1st – September 30th. The President appoints chairpersons.
- Section 2. Functions – Detailed job responsibilities may be found in the Standing Rules.
- A. Auditing – This committee shall be appointed biennially at the end of the treasurer’s term to audit the financial records for the Treasurer.
 - B. Legislative – The chairperson(s) shall coordinate the state and national legislative functions of the Council.
 - C. Membership – The chairperson is responsible for the input of membership information, development and distribution of the Council directory, as well as for promoting membership in the organization.
 - D. Webmaster - The chairperson is responsible for updating and enhancing the website.
 - E. Newsletter – The chairperson shall be the editor of the newsletter and shall be responsible for the development and distribution of the newsletter to the membership.

Article VI.

MEETINGS

- Section 1. There shall be a minimum of one regular Council meeting per year. The Board shall determine the date, time and place of these meetings.
- A. A quorum shall be one-tenth (10%) of all members present for the transaction of business.
 - B. The President may call special meetings, provided that all members are notified prior to the meeting.

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Section 2. There shall be a minimum of four Board meetings per year.
Article VII.

FISCAL YEAR

Section 1. The fiscal year of the Council shall be from October 1st to September 30th.

Article VIII.

DISSOLUTION

Section 1. Any Council member at a Council meeting may propose a motion for dissolution. If approved by a majority present, it must be voted upon by a mailed ballot and approved by a two-thirds vote of the membership.

Section 2. Upon dissolution of the Council and after payment of all liabilities of the Council, the Board shall discuss the distribution of its assets to organizations whose mission is compatible with WSFNC's mission, such as the following organizations:

- ❖ Washington Association of Senior Nutrition Programs
- ❖ Washington School Nutrition Association
- ❖ Nutrition First
- ❖ Washington Sustainable Food and Farming Network
- ❖ Access to Healthy Foods Coalition

Article IX.

PARLIAMENTARY AUTHORITY

Except as otherwise provided in its Bylaws, the Council shall be governed in its proceedings by the most current version of Robert's Rules of Order.

Article X.

AMENDMENTS

These Bylaws may be amended or revised by action of the Board and a vote of two-thirds of the eligible voting members present and voting, provided that notice of the proposed amendment(s) or revision(s) be given in writing, either in person or by mail, including electronic mail to all members two weeks or more prior to voting.

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Revised and adopted: August 2011, Eleventh Revision