

BYLAWS OF ASSOCIATION OF NUTRITION DEPARTMENTS AND PROGRAMS

I. Membership

Section 1. There shall be three classes of membership in the Association: Regular Members, Associate Members, and Affiliate Members.

(a) Regular Members shall be academic units of universities and colleges within the United States which offer or are principally responsible for the support of graduate with or without undergraduate degree programs in nutrition and/or post-graduate training programs in nutrition and which are either (i) organizations exempt from Federal income taxation under Section 115 (a) of the Internal Revenue Code of 1954 or (ii) organizations exempt from Federal income taxation under Section 501 (a) as organizations describe in Section 501 (c) (3) which also are not private foundations under Section 509 (a) (1), (2) or (3) of said Code (or the corresponding provisions of any future united states internal revenue law).

(b) Associate Members shall be academic units of universities and colleges outside of the United States which offer or are principally responsible for the support of graduate with or without undergraduate degree programs in nutrition and/or post-graduate training programs in nutrition. Associate Members shall be eligible to vote and shall be able to hold office in the Association.

(c) Affiliate Members shall be individuals and organizations having an interest in the purpose and activities of the Association. Affiliate Members shall not be eligible to vote and shall not be able to hold office in the Association.

Section 2. The regular membership may from time to time establish criteria for all classes of membership in addition to those set forth in the Articles of Incorporation and the Bylaws. The board shall establish procedures by which it will review and accept applications for regular, associate, and affiliate memberships.

Section 3. Each Regular and Associate Member of the Association shall be represented at meetings of the association by the Chairperson or Administrator of the academic unit or other organization holding membership in the association. Regular and Associate Members may designate an alternate representative to attend meetings of the association if the chairperson or administrative head is unable to attend.

Section 4. Membership is limited to one academic unit per institution unless two separate nutrition units with separate directors and lines of administrative authority each apply for membership.

II. Board of Directors

Section 1.

(a) The Board shall be composed of six (6) representatives of Regular and Associate Member institutions. Board members shall be elected at the annual meeting of the Association for staggered terms of three (3) years each so that two board members shall be elected each year.

(b) The Board will nominate at least one (1) individual for each vacant position on the

board. The Chair will put out a call for nominations for Board positions 60 days prior to the Association's annual meeting. The slate of nominees will include these nominations plus nominations from the floor at the annual meeting. Board members will be elected each year by a vote of those present at the Association's annual meeting.

Section 2. In the event of a vacancy among the Board, the Chair may designate by appointment a successor to serve until the next annual meeting of members, at which time a successor shall be elected to complete the vacancy until the next meeting of the members. A Board Chair who ceases to be the administrative head of the academic unit holding regular membership in the Association shall be allowed to serve out his/her term.

Section 3. The Board shall have authority to transact all business of the Association and establish all policy of the Association except that specifically reserved to the Association's membership by resolution duly adopted at a meeting of members. When transacting business of the Association each member of the Board shall act on his own best judgment in the interest of the Association as a whole. Members of the Board shall not be held personally liable for the obligation of the Association.

III. Duties of the board

Section 1. The officers of the Association shall be elected by the membership at the annual meeting. The officers shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The Treasurer will be appointed and will serve as an ex-officio member of the Board. The past ANDP chair also serves as an ex-officio member for the year following his/her term as chair. The duties of the officers shall generally be such as customarily apply, subject to any specific definitions made in the Articles of Incorporation or Bylaws.

Section 2. The Board Chairperson shall preside at meetings of the Association and at meetings of the board. Responsibility for organizing the Association's Annual Meeting shall reside with the Chairperson of the Board or the Board's designee. The Chairperson shall also represent the Association on all matters of official business.

Section 3. In the event of the absence or disability of the Chairperson in connection with any duly called meeting of the Association or the Board, the Vice-Chairperson shall preside. The Vice-Chairperson shall succeed to the office of Chairperson whenever the office of Chairperson shall become vacant before the expiration of the Chairperson's term of office.

Section 4. The Secretary shall act as secretary at meeting of the association and meetings of the Board, and in connection therewith shall keep the minutes of all meetings and be responsible for the proper distribution of all required notices.

Section 5. The Treasurer shall be the Association's chief financial officer and as such shall be responsible for the supervision of the financial affairs of the Association. The Treasurer shall also be responsible for the preparation of an operating budget for the Association, the financial procedures of the Association including an annual audit of its books and records, and the recommendation to the Board of investment policies.

Section 6. All officers of the Association shall serve for a term of one (1) year. All officers shall serve without compensation, fee, or other payment. Officers, however, shall be entitled to reimbursement for approved expenses incurred on behalf of the Association.

IV. Committees

Section 1. The Board may, by its discretion, from time to time create standing committees to implement programs and policies it has approved. The Chairperson of the Board shall have the power and authority to appoint such committees subject to approval by the Board. The Chairperson of the Board shall also have the power and authority to create ad hoc committees from time to time for special functions or purposes.

IV. Meetings

Section 1. The representatives of the members of the Association shall meet at least once each year at a time and place to be determined by the Board. Members may meet more often upon call by the Board or if requested in writing by ten or more of the representatives of regular Members. Sixty (60) days' notice of all regular meetings and the annual meeting shall be given in writing. Thirty (30) days' written notice shall be given for all special meetings of the association. Twelve (12) representatives of Regular Members shall constitute a quorum at any duly authorized meeting. Each representative of Regular Members shall have one vote. No action shall bind the Association if it receives the vote of less than ten (10) of the representatives of Regular Members. Actions failing to receive the support of ten or more Regular Members may be submitted for consideration to all members of the Association by mail vote.

Section 2. The Board shall meet at least once each year immediately following the annual meeting of members.

Section 3. Other meetings of the Board may be held at any time on call of the Chairperson or at the request of one-half (1/2) of the Board. A quorum in any of these meetings shall be a majority of the Board members. All actions by the Board will require a simple majority of the Board member present.

Section 4. Notice of the meeting of the Board may be made to its members in writing at least two (2) weeks in advance, stating the time, place and purpose. Such notices may be waived by the unanimous consent of the members of the Board in writing either before or after any meeting.

Section 5. Other than for the election of members of the Board, the act of the majority of the representatives of Regular Members present and voting shall be the act of the Association at all its meetings unless the concurrence of a greater proportion is required by the Articles of Incorporation or Bylaws.

Section 6. Robert's Rules of Order, latest edition, shall govern meetings.

V. General Provisions

Section 1. The Association's fiscal year shall end December 31.

Section 2. No action of the Association is to be construed as committing any member to the Association's position on any issue.

Section 3. The seal of the corporation shall be circular in form and there shall be inscribed thereon the name of the Association and the year of its organization. The Board may alter

and change said seal at its pleasure. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 4. The principal office of the Association shall be located in the Board Chairperson's home institution. The Association may establish and maintain other offices in any of the States, territories or possessions of the United States, in such places as may from time to time be approved by the Board.

Section 5. The annual dues for each class of membership shall be determined by the Regular Members.

VI. Amendment

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the Association at any regular or special meeting of the Association or by mail, provided notice of the proposed amendment shall have been received by the Secretary in advance and the Secretary shall have met other requirements set forth by the Bylaws.

January 15, 1994

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Revised, October 27, 2015