

# Bylaws of the Pennsylvania Nutrition Education Network

July 16, 2015

## ARTICLE I – NAME, PURPOSE, AND MISSION

**Section 1.** The organization shall be known as the Pennsylvania Nutrition Education Network (PA NEN)

**Section 2. Purpose:**

- a. To provide a forum for sharing information about current nutrition education efforts and to plan and implement innovative strategies for working primarily with food stamp eligible populations in Pennsylvania.
- b. To coordinate and facilitate PA NEN activities in nutrition education and social marketing.
- c. To serve in an advisory role to the PA Nutrition Education TRACKS Management Entity and the Pennsylvania Department of Human Services (DHS), providing input on policies, strategies, and priorities for addressing nutrition related issues among low-income and food assistance eligible audiences in Pennsylvania.

**Section 3. Mission Statement**

The Pennsylvania Nutrition Education Network (PA NEN) facilitates communication among individuals and organizations engaged with improving nutrition in our communities. We work to ensure that effective, appropriate and evidence-based nutrition resources, primarily for low-income populations, are available across the state.

## ARTICLE II – PENNSYLVANIA NUTRITION EDUCATION NETWORK MEMBERSHIP

**Section 1. Eligibility**

- a. Membership in PA NEN is open to individuals, organizations, and agencies that support the objectives expressed in the PA NEN Mission.
  - i. Individual Membership – Individuals have full membership rights as determined by the PA NEN Bylaws, Article II, Section 3. Only individual members may serve in PA NEN elected positions.
  - ii. Organizational Membership – Organizations and agencies must designate a contact person to receive official communications from the PA NEN. Other individuals associated with member organizations and agencies may participate in PA NEN activities, and will be considered individual members for the purpose of voting and serving on committees. Persons representing an organization may hold an elected office, as an individual member but not under an organizational membership. There are no organizational voting rights, nor proxies.
  - iii. PA NEN Staff, Management Entity Staff, and Department of Welfare Staff – Staff members who serve on committees serve as ex-officio members and due to potential conflict of issues related to pecuniary interests, these staff members do not have voting right unless granted on a specific or limited basis by the Executive Committee. Refer to Article VI and conflict of interest policy.
- b. The PA NEN Board may define other classes of membership, as it deems appropriate.
- c. Individuals (and representatives of organizations and agencies) become members upon signing a membership document in which they agree:
  - i. To support the mission and goals of the PA NEN
  - ii. To refrain from using the PA NEN for only personal or corporate gain.

## **Section 2. Meetings of the PA NEN**

- a. PA NEN shall have at least one general membership meeting each federal fiscal year. It shall be designated as an Annual Business Meeting.
  - i. The Annual Business Meeting shall include a report on PA NEN activities, an introduction of officers, and committee lists and assignments.
- b. If additional membership meetings are necessary, the Executive Committee, in cooperation with the PA NEN Executive Director, and the Network Conference Committee, shall determine the details.

## **Section 3. Rights and Obligations of Individual Membership**

- a. PA NEN members have preferred access to information, resources, publications, a PA NEN listserv, and training activities of the Network.
  - i. Members may participate in PA NEN governance by availing themselves of opportunities to serve on the PA NEN Board and other committees.
  - ii. Members indicate their interest by completing an annual member interest and activity form.
- b. Members have the right to vote in PA NEN Board elections and on issues as determined by the PA NEN Board.
- c. Members have the right to attend PA NEN Board meetings, as specified in Article III, Section 1, k.
- d. Members have the right to apply for membership in PA NEN standing committees and to seek nomination for election to the PA NEN Board, following the requirements of Article III, i.
- e. Members are encouraged to renew/update membership annually, or on an interval as determined by the PA NEN Board.
- f. Members may not use the PA NEN only for personal or corporate gain.

## **Section 4. Termination of PA NEN Members**

- a. Membership may be discontinued with cause by majority vote of the PA NEN Board.
- b. Members may terminate membership at will with written notice to the PA NEN Executive Director.
- c. Membership may be terminated if not updated annually, or on the interval as determined by the PA NEN Board.

## **ARTICLE III – GOVERNANCE**

### **Section 1. PA NEN Board**

- a. The PA NEN Board, hereafter referred to as the Board, serves as a governing body for the PA NEN and, through appropriate committees, and through appropriate committees advises the Pennsylvania Nutrition Education TRACKS Management Entity (TRACKS), DHS, and Food and Nutrition Services (FNS) on programs, policies, and activities within the bounds of the PA NEN mission.
- b. The Board is engaged in setting the goals, strategies and direction for PA NEN's next fiscal years' annual plan and budget for SNAP-Ed funds in collaboration with DHS and the Nutrition Education TRACKS Management Entity.
- c. The Board is engaged in setting the goals, strategies and direction for the pursuit and use of non- SNAP-Ed funds in collaboration with appropriate partners.
- d. The Board provides input to the Pennsylvania Nutrition Education TRACKS Management Entity.
  - i. There will be scheduled opportunities for advisement to the Management Entity.
  - ii. Formal advisement will take place at each of the quarterly Board meetings.
  - iii. Members of the Board are involved in interviewing and the selection of Management Entity senior staff.
- e. The Board provides input to FNS through existing channels such as the Association of State Nutrition Network Administrators (ASNNA) and DHS.
- f. The Board reviews and approves the annual Action Plans of PA NEN Committees.

- g.** The proposed PA NEN and TRACKS Management Entity budgets and narratives shall be provided to Board members prior to the Annual Meeting for discussion at the Annual Meeting.
- h.** The Board will review and make recommendations for amendments on the annual PA NEN narrative and budget. The Board will have the opportunity to review a summary of amendment changes to the annual narrative and budget of the TRACKS Management Entity and may make recommendations on these amendments for the TRACKS Management Entity.
- i.** Board members shall not exceed 25 elected voting members including the 6 Executive Committee members. Ex-officio members will include the TRACKS Management Entity Principal Investigator, PA NEN Executive Director and designated staff, the Director, Bureau of Policy, Office of Income Maintenance, Pennsylvania Department of Human Services and leadership from PA Departments of Health, Education, Aging, and Agriculture, and Standing and Ad Hoc Committee chairs, if not already elected members of the Board.
  - i.** The term of service will be three years.
  - ii.** Board members may serve a limit of two consecutive terms. Additional consecutive terms may be served with approval of the Executive Committee.
  - iii.** In order to achieve continuity of experience, term endings shall be staggered.
  - iv.** At no time shall members associated with (employed by) TRACKS Projects hold more than eight voting seats on the PA NEN. TRACKS Projects Board membership will be limited to no more than two representatives from a particular agency.
  - v.** The remaining 17 voting seats will be held by representatives of other stakeholder groups (public/government agencies, educational institutions, non-profit organizations, corporations and unaffiliated individuals). Each of these groups should hold at least one but no more than eight voting seats on the Board). If there are no candidates from a stakeholder group to fill even one voting seat, candidate(s) may be selected from other groups.
- j.** A quorum will exist when there is a simple majority of currently elected or appointed voting members present.
- k.** The Board will meet quarterly. One meeting may coincide with the Annual Business Meeting of the PA NEN. At least two of the meetings shall be face-to-face meetings. Board meetings shall be open to all Network members for audit. Minutes of Board meetings will be made available to all PA NEN members.
  - i.** Preliminary Board meeting agendas will be posted on the PA NEN website/listserv three weeks prior to the meeting.
  - ii.** Network members intending to audit a meeting must provide written notice two weeks prior to the meeting.
  - iii.** Network members will be allowed to audit based on space available at face-to-face meetings and available connection lines for conference calls. Board members will have priority.
  - iv.** Network members will pay his/her own expenses (meal cost, travel, etc) for attending the Board meeting.
  - v.** Network members auditing a meeting may be given limited opportunity to comment on Board discussion at the discretion of the Board Chair.
- l.** Special meetings of the Board may be called by the Board Chair.
- m.** All standing committees and ad hoc committees will have representation from the Board as specified in Article IV – Committees, Section 1.d.
- n.** A current Board roster and appropriate records will be maintained by the PA NEN staff.
- o.** Recruitment of nominees for the Board ballot will begin no less than 60 days prior to the Annual Meeting of the PA NEN. The ballot for the Board will be distributed to all PA NEN members at least 30 days before the Annual Meeting of the PA NEN.
- p.** Proxy voting is not allowed.
- q.** Board members are expected to have regular attendance at meetings. If unable to attend they must contact the chair prior to missing a meeting.
- r.** Board members are responsible for the oversight of the PA NEN Executive Director

## Section 2. Executive Committee

- a. The Executive Committee acts on behalf of the PA NEN Board between its quarterly meetings, providing ongoing leadership for PA NEN activities and direction to the PA NEN Executive Director and Management Services Agency (MSA).
- b. The duty of the Executive Committee is to carry out or advance the policies, guidelines, and activities adopted by the Board, in support of the mission, goals, and objectives of the PA NEN.
- c. The Board shall elect, from its membership, an Executive Committee of six voting members. Executive Committee members will be elected for staggered two-year terms and can serve no more than two successive terms. An exception is made for the Chair whose term on the Executive and Board is automatically extended so that the person may serve one year terms as the chair elect, Chair and Past-chair.
  - i. The Executive Committee shall include at least three (3) voting members who are not currently associated with a PA Nutrition Education TRACKS project or proposal, and at least one (1) but not more than two (2) voting members associated with (employed by) PA Nutrition Education TRACKS projects, both groups combining to make five voting members. The sixth voting member is the immediate Past Chair. The Past chair may or may not be associated with (employed by) a PA Nutrition Education TRACKS project.
  - ii. Executive Committee nominees will have at least two (2) years' experience on the Board.
  - iii. In the alternate year when the election of a Chair-Elect is to be held, the Executive Committee will reorganize immediately after the PA NEN annual business meeting. The Executive Committee will select a Chair-Elect from within the Executive Committee's members who will serve a (one-year) two-year term and then will automatically assume the Chair for a (one-year) two-year term. The Past-Chair will serve a two-year term as a voting member of the Executive Committee. (*Refer to ARTICLE V, Section 2.c iv on Executive Committee election procedures.*)
- d. The Executive Committee will provide leadership in strategic planning and direction for the PA NEN.
- e. Roles and Responsibilities
  - i. The Chair of the Executive Committee will:
    - a. Serve as Chair of the PA NEN Board.
    - b. Plan Board meeting times, locations and agendas in concert with the PA NEN Executive Director.
    - c. Appoint ad hoc committees and call special meetings when appropriate.
    - d. Work with the PA NEN Executive Director in preparing the annual plan for PA NEN and pursuing various funding sources throughout the year.
    - e. Sign all contracts and grant proposals on behalf of the PA NEN.
  - ii. The Chair-Elect of the Executive Committee will:
    - a. Serve in that capacity and automatically assumes the Chair the following year for a one-year term. This individual remains on the Executive Committee for a third year as Past-Chair.
    - b. Perform the duties for the Chair in his/her absence
    - c. Serve as Chair of the Nominating Committee.
    - d. Work with the PA NEN Executive Director to perform an annual audit of the Board membership to assure compliance with the PA NEN Bylaws on categorical membership and length of service. Results will be forwarded to the Nominating Committee for action.
  - iii. The immediate Past-Chair of the Executive Committee will:
    - a. Serve as a member of the Nominating Committee.
    - b. Review the Bylaws and recommend formation of an ad hoc Bylaws Committee when changes are necessary.
- f. The Executive Committee will meet monthly, or as often as deemed necessary by the Chair in consultation with the PA NEN Executive Director. Members are expected to

have regular attendance at meetings. If unable to attend they must contact the Chair prior to missing a meeting.

- g.** The Executive Committee will ensure that the standing committees coordinate their activities.

#### **ARTICLE IV – PA NEN Executive Director and Staff**

PA NEN Board members are responsible for the oversight of the PA NEN Executive Director, who supervises the PA NEN staff. Members of the PA NEN Board are involved in interviewing and the selection of PA NEN Executive Director and staff.

- a.** Roles and Responsibilities for the Executive Director and staff are defined in the PA NEN policy and procedure manual.
- b.** Personnel related issues, (such as FMLA, termination, etc.) pertaining to the Executive director and staff are defined in the PA NEN policy and procedure manual.

#### **ARTICLE V – STANDING AND AD HOC COMMITTEES**

##### **Section 1. General Assumptions**

- a.** Members of all PA NEN committees must be active members in the PA NEN. Active members in good standing are those who renew his/her membership annually.
- b.** The Board, in addition to an Executive Committee, may have the following standing committees: Conference Committee, Nominating Committee, Social Marketing Committee, Outreach Committee and Evaluation Committee.
- c.** Additional committees may be established as needed and members appointed by the Executive Committee Chair to accomplish the annual plan of work.
- d.** Committees shall include at least one delegated Board member who is responsible for reporting committee activities to the Board.
- e.** All committees will provide input into the PA NEN Plan of Work.
- f.** All committees will have active participation by committee members. Active participation will be determined by the chair of the committee. In consultation with the executive committee, the committee chair may ask non-active committee members to resign from the committee. Members unable to attend a meeting are asked to contact the appropriate chair prior to the meeting.
- g.** All committees must meet at least four times per year.
- h.** Committees shall reconvene for their first meeting after the annual organizational meeting of the Network, selecting officers as needed and preparing objectives, goals, and a plan of work for the specified program year.
- i.** Each committee shall elect from its ranks a chairperson or co-chairs and a recorder. The recorder position may rotate among the committee members.
- j.** Other committee officers may be defined at the discretion of the committee.
- k.** All committees will report to the Executive and Board at all Board meetings, except special meetings called to address specific issues not related to the particular committee.
- l.** Committee chairs will review meeting minutes and will shared them with the PA NEN staff to be posted to the PA NEN forum within seven working days following the meeting.

##### **Section 2. Standing Committees**

- a.** The Conference Committee will:
  - i.** Provide leadership on preparing proposals and recommendations for the annual PA NEN conference.
  - ii.** Plan and implement conferences in concert with the Executive Committee and the PA NEN Executive Director.
  - iii.** Assist with other major continuing education events as needed.
  - iv.** Work through the Executive Committee to coordinate with other committees' activities.
- b.** Outreach Committee will:

- i. Develop and implement a plan to recruit PA NEN members and identify potential TRACKS projects.
  - ii. Assist the PA NEN Promoter in identifying opportunities to promote the PA NEN and its mission and goals.
  - iii. Work through the Executive Committee to coordinate with other committees' activities.
- c. Nominating Committee will:
  - i. The responsibility of the Nominating Committee is to identify qualified individuals to fill vacancies for elected positions
  - ii. The Nominating Committee will be comprised of the Board Chair-elect who will serve as Nominating Committee Chair, the immediate Past-Chair of the Board, and two other members appointed by the Executive Committee. PA NEN staff will assist the committee with determining candidates' eligibility and conducting elections.
  - iii. Recruitment of nominees for the Board ballot will begin no less than 90 days prior to the Annual Meeting of the PA NEN. The ballot for the Board will be distributed to all PA NEN members at least 60 days before the Annual Meeting of the PA NEN. Members will be given 20 calendar days to vote.
  - iv. The ballot for the Executive Committee will be distributed to all PA NEN Board members 15 days before the Annual Meeting of the PA NEN. The vote will be taken at the Board meeting held in conjunction with the Annual Meeting. Members unable to attend the Board meeting may vote by absentee ballot. Absentee ballots must be received by the PA NEN 5 days prior to the Board meeting.
  - v. The Nominating Committee may, at the discretion of the PA NEN Chair-Elect, identify and recommend qualified candidates to fill other committee positions.
- d. Social Marketing Committee will:
  - i. Work with the PA NEN Executive Director to develop and implement the social marketing component of the annual PA NEN plan of work.
  - ii. Be involved in assessing and monitoring social marketing activities of the PA NEN.
  - iii. Work through the Executive Committee to coordinate with other committees' activities.
- e. Evaluation Committee will:
  - i. Identify researchable issues in food behavior and nutrition education for food stamp-eligible audiences.
  - ii. Establish relationships with academic researchers interested in seeking funding to address identified issues. Provide input to the PA NEN Executive Director and staff on evaluation priorities and activities undertaken by the PA NEN.
  - iii. Advise PA NEN Executive Director on translation of research and PA NEN evaluation results to guide PA NEN.
  - iv. Educate and inform PA NEN members about the importance of research/evaluation.
  - v. Identify resources to support PA NEN members in their evaluation efforts.
  - vi. Identify ways to recognize programs in Pennsylvania that employ science-based nutrition education methods.
  - vii. Work through the Executive Committee to coordinate with other committees' activities.

## **ARTICLE VI – AMENDMENTS TO BYLAWS**

Proposals for amendments to the Bylaws shall be presented in writing to all PA NEN members 21 days in advance of a meeting of the PA NEN Board.

Bylaw amendments shall be approved by a two thirds vote of the PA NEN Board.

## **ARTICLE VII – CONFLICT OF INTEREST**

A conflict of interest arises when a person in a position of authority over an organization, such as a director, officer, or member, may benefit from a decision he or she could make. As representatives of the PA NEN, members and staff are obligated to refrain from any transaction that would counter the interests of the PA NEN and to disclose all relevant facts in any situation where a potential conflict of interest may arise. Refer to Conflict of Interest policy in the PA NEN policy and procedure manual.

## **ARTICLE VIII – DISSOLUTION OF ORGANIZATION AND DISTRIBUTION OF FUNDS**

Upon a two thirds vote of members present in favor of dissolution, the PA NEN shall be dissolved according to IRS prescribed regulations.

Upon the dissolution of the PA NEN, its assets remaining after payment, or provision for payment, of all debts and liabilities of the PA NEN shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE IX – VACANCIES AND CHANGE OF MEMBER CLASSIFICATION**

In the event that there is a Board or Executive Committee vacancy, the Board Chair may appoint a replacement consistent with these bylaws. The replacement shall serve until the next applicable elections are held. At that time, this vacant position will be considered an available position to be filled by election. If the vacancy is the Board Chair, the Chair-Elect will assume the Chair position and the Executive Committee will select a new Chair-Elect.

Standing Committee vacancies may be filled at the discretion of the committee chair(s) in accordance with these bylaws.

In the event that a current Board, Executive Committee or Standing Committee member changes place of employment, it must be determined if they are still eligible to serve in their current position. A change in employment may affect a members SNAP-Ed project or stakeholder group (public/government agencies, educational institutions, non-profit organizations, corporations and unaffiliated individuals) status. If the member's change in employment causes a conflict with the bylaws they must step down from their Board or Standing Committee position and a replacement will be appointed to serve until the next applicable elections for that position.