

Bylaws of the Pennsylvania Nutrition Education Network

February 2, 2017

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 innovative strategies for working primarily with low income populations in Pennsylvania.
- b. To coordinate and facilitate PA NEN activities in nutrition education and social marketing.

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 Commonwealth.

ARTICLE II - FISCAL YEAR

The PA NEN Fiscal Year is October 1 through September 30.

ARTICLE III – PENNSYLVANIA NUTRITION EDUCATION NETWORK MEMBERSHIP

Section 1. Eligibility

- a. Membership in PA NEN is open to individuals, organizations, businesses and agencies that support the objectives expressed in the PA NEN Mission.
 - i. Individual Membership – Individuals have full membership rights as specified in Section 2 below. There are no individual membership fees or dues.
 - ii. Organizational/Business Membership- Organizations, Agencies and Businesses are eligible for this level of membership. An annual membership fee will be charged. The amount of the fee and membership rights and obligations will be determined by the Board annually.
 - iii. Non-Voting Membership-Non-voting ex officio PA NEN members include PA NEN staff and representatives of agencies and organizations which control or manage funding and /or operations of PA NEN.
- b. The PA NEN Board may define other classes of membership, as it deems appropriate.

- c. Individuals and representatives of organizations, businesses and agencies become members upon signing a membership document in which they agree:
 - i. To support the mission and goals of PA NEN
 - ii. To observe the PA NEN Conflict of Interest Policy

Section 2. Rights and Obligations of Individual Membership

- a. PA NEN Individual members in good standing are required to maintain current membership verification annually in order to be nominated for a PA NEN elected position, to be considered for a Board-appointed position, when serving on a Board and/or PA NEN committee(s), when registering for a PA NEN conference or workshop and when accessing the Members Only section of the PA NEN website.
- b. Individual membership application/verification will include a secondary point of contact (telephone and/or E-mail address)
- c. PA NEN members in good standing have the following rights:
 - i. Access to information, resources, publications and training activities of PA NEN.
 - ii. Apply for membership in standing committees and seek nomination for the PA NEN Board.
 - iii. Attend PA NEN Board Meetings as specified in Article IV, Section 1.
 - iv. Vote in Board elections and on issues as determined by the PA NEN Board.

Section 3. Termination of PA NEN Members

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

Section 4. 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. 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 shall determine the details.
- c. Membership meetings may be conducted electronically and shall be conducted in accordance with guidance for electronic meetings in the most current edition of Robert's Rules of Order.

ARTICLE IV – 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
- b. The Board is engaged in setting the goals, strategies and direction for PA NEN's next fiscal years' annual plan and budget

- c. The Board is engaged in the pursuit and use of diversified funding in collaboration with appropriate partners.
- d. The proposed PA NEN budgets and narratives for the following fiscal year shall be provided to Board members at least 10 business days prior to the Annual Meeting for discussion.
 - i. The Board shall grant the Executive Committee authority for approval of proposed budgetary changes.
 - ii. Board review of the proposed budget shall occur during the October Board Meeting.
 - iii. Final plan approval shall occur during the January Board Meeting.
- e. The Board will review and approve amendments on the annual PA NEN narrative and budget.
- f. The Board will consist of designated voting members. Voting members are Chair, Vice Chair, Immediate Past Chair, and Regional Representatives.
 - i. The term of service will be as defined in the policy and procedure manual.
 - ii. Board members may serve a limit of two consecutive terms.
 - iii. The Regional Representatives will:
 - a. Provide PA NEN Outreach within region
 - b. Share PA NEN meeting feedback to organizations within the region
 - c. Communicate needs of the region that are relevant to PA NEN mission
 - d. Serve on a minimum of one PA NEN Committee
 - e. Attend all Board meetings.
 - iv. Three Regional Representatives will be elected in each of the five state regions (Northeast, Northwest, Central, Southeast, and Southwest, of which one per region is elected to the executive committee). In order to achieve continuity of experience, term endings shall be staggered.
 - v. Ex-officio members may include Executive Director, Representatives of Management/Funding Agencies and Organizations and Parliamentarian, Standing and Ad Hoc Committee chairs, if not already elected members of the Board
- g. A Board quorum will exist at half of voting members plus one
- h. Board quorum is required to conduct all official PANEN business, unless the Executive Committee is acting on behalf of the Board
- i. The Board will meet quarterly. One meeting may coincide with the Annual PA NEN Conference. 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 emailed to Board members and posted on the PA NEN website 10 business days prior to the meeting.
 - ii. Network members planning to attend a meeting must notify PA NEN Program Assistant 5 business days prior to meeting.
 - iii. Network members will be allowed to attend based on space available at face-to-face meetings and available connection lines for conference calls. Board members will have priority.
 - iv. Network members attending a meeting may be given limited opportunity to comment by topic on Board discussion at the discretion of the Board Chair.
- j. Special meetings of the Board may be called by the Board Chair or a majority of the Board members.
- k. All committees will have representation from the Board as specified in Article V. Committees, Section 1.d.

- l.** A current Board roster and appropriate records will be maintained by the PA NEN staff.
- m.** Proxy voting is not allowed.
- n.** Board members are expected to have regular attendance at meetings. If unable to attend they must contact the PA NEN Program Assistant 20 business days prior to missing a meeting.
- o.** Chair and Executive committee 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/Funding Agency.
- 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.** Executive Committee members can serve no more than two successive terms. The Executive Committee shall include a maximum of eight voting positions, the Chair, Vice Chair, Past Chair and (5) Regional Representatives. Ex-officio includes Executive Director, PA NEN Staff Secretary, Management/Funding Agency Representative, and Parliamentarian.
- d.** Roles and Responsibilities
 - i.** The Chair of the PA NEN Board will:
 - a.** Serve as Chair of the Executive Committee.
 - b.** Plan Board meeting times, locations and agendas in consultation 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.
 - f.** Conduct annual performance appraisal of PA NEN Executive Director.
 - g.** Call executive session as needed.
 - h.** Appoint a replacement to the Board or Executive Committee to fill a vacancy consistent with these bylaws.
 - 1.** Upon change of position or employment, eligibility must be re-established. If a member's change in employment causes a conflict with the bylaws, they must step down from their Board or Standing Committee position. A replacement will be appointed to serve the remainder of their term or until the next applicable elections for that position.
 - ii.** The Vice Chair of the Board will:
 - a.** Serve as an Executive Committee Member.
 - b.** Chair the Strategic Directions Committee.
 - c.** Chair the Board Enrichment Team (BET), which encompasses the Board Development and Nominating Committee.
 - d.** Appoint someone from the BET to work with PA NEN Staff on Elections Team.

- e. Perform the duties of the Chair in his/her absence, including presiding at meetings and/or immediately respond to time sensitive request from the Executive Director.
 - f. Attend all Board and Executive Committee meetings.
- iii. Past-Chair of the Board will:
 - a. Serve as a historical guiding resource to the Chair and the Board.
 - b. Support Executive Director in identifying funding opportunities.
 - c. At the Request of the Chair, perform the duties of the Chair in his/her absence, including covering meeting and/or immediately respond to time sensitive request from the Executive Director, when the Vice Chair is unavailable.
 - d. Serve for one year on the Board and Executive Committee.
 - iv. The Regional Representatives to the Executive Committee will in addition to the specified duties in section I, f, iii, will serve as the elected regional liaison between the Board and the Executive Committee.
 - v. The Board appointed Parliamentarian will
 - a. Provide assistance, guidance, and support to the chair during the meetings
 - b. Have access to all governing documents (Bylaws and Robert Rules of Order) at meetings
 - c. Serve as an Ex-Officio on the Executive Committee, if not already a voting member.
 - e. The Executive Committee will meet a minimum of four (4) times per year 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.

ARTICLE V – PA NEN Executive Director and Staff

- a. Members of the PA NEN Board are responsible for:
 - i. Interviewing and selection of the PA NEN Executive Director
 - ii. Review of potential candidates for staff positions, at the request of the Executive Director.
- b. PA NEN Board Chair and Executive Committee are responsible for the oversight of the PA NEN Executive Director, who supervises the PA NEN staff.
- c. Roles and Responsibilities of the Executive Director and staff are defined in the PA NEN policy and procedure manual.
- d. Personnel related issues pertaining to the Executive director and staff are defined in the governing policy and procedure manuals.

ARTICLE VI – 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 maintain compliance with Article I, Section 3.
- b. The Board, in addition to an Executive Committee, may have the following standing committees: Board Enrichment Committee, Professional Development Committee, Membership Committee and Social Marketing 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. All committees will provide input into the PA NEN Plan of Work annually; refer to Article III, Section 1, d.
- e. 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 chair prior to the meeting.
- f. All committees must meet at least four times per year.
- g. Committees shall reconvene for their first meeting after the Fall Board meeting of the Network, selecting officers as needed and preparing objectives, goals, and a plan of work for the specified program year.
- h. All committees will provide quarterly summaries at all Board meetings, except special meetings called to address specific issues.
- i. Meeting minutes will be made available to membership per the policy and procedure manual.

Section 2. Standing Committees

- a. The Professional Development Committee will:
 - i. Provide virtual and face-to-face trainings, workshops and conferences.
 - ii. Plan and implement conferences and workshops in concert with the Board and the PA NEN Executive Director.
 - iii. Develop virtual trainings and resources for member usage.
 - iv. Assist with other major continuing education events as needed.
- b. Membership Committee will:
 - i. Develop and implement a plan focusing on recruitment, retention and reclamation of PA NEN members.
 - ii. Create value-added services to maintain and grow PA NEN member involvement
 - iii. Assist the PA NEN staff in identifying opportunities to promote the PA NEN and its mission and goals.
- c. 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.

Section 3. Committees of the Board

- a. Board Enrichment Team will be comprised of the Board Vice Chair who will serve as Board Enrichment Committee Chair, the immediate Past-Chair of the Board, and other selected Network members.
 - i. Board Development activities:
 - a. Identify and provide training/development opportunities for Board Members.
 - ii. Identify qualified individuals to fill vacancies for elected positions
 - iii. 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. Members will be given 20 calendar days to vote.

- iv. The Board Enrichment Committee may, at the discretion of the PA NEN Vice Chair, identify and recommend qualified candidates to fill other vacant positions.

- b. Elections Team will be comprised of the Chair of the Board Enrichment Team, PA NEN staff and appointed Board member
 - i. Duties of the team is to prepare and post Nomination Ballot to general membership for vote, tally all votes and submit to the Board Chair and Executive Director final recommendation of declared winners, based on majority vote. Official declaration of winner will be announced to general membership during the Spring Board Meeting.
 - ii. Additional committees may be established as needed.

- c. Strategic Directions Team – will be comprised of the Board Vice Chair who will serve as Team Chair, and other selected PA NEN members.
 - Duties of the team include:
 - i. Convening annual meeting to review the Strategic Plan
 - ii. Providing quarterly progress updates to the Board
 - iii. Performing other duties as needed.

Section 4. Vacancies

- a. 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 Executive Committee will select an Interim Chair.
- b. Standing Committees and Committees of the Board vacancies may be filled at the discretion of the committee chair(s) in accordance with these bylaws.

ARTICLE VII– AMENDMENTS TO BYLAWS

- a. Proposals for amendments to the Bylaws shall be presented in writing to all PA NEN members 20 business days in advance of a meeting of the PA NEN Board. Written proposals for amendments may be presented to members electronically. Members shall be invited to submit written comments on the proposed amendments to the Bylaws Committee Chair. Comments may be submitted electronically.
- b. Bylaws amendments shall be approved by a two-thirds vote of the PA NEN Board members in attendance at the above-mentioned meeting.

ARTICLE VIII – CONFLICT OF INTEREST POLICY

- a. 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. The PA NEN shall have a Conflict of Interest Policy that applies to certain persons who have significant independent decision making authority with respect to financial or other resources of the organization. Such persons covered

under this policy are PA NEN staff, Board members and any general member involved with selection of contractors, vendors, partnerships, etc. These persons will be required to sign a "Conflict of Interest Policy Annual Affirmation of Compliance and Disclosure Statement." (See PA NEN Policy and Procedure Manual for further details and instructions.)

ARTICLE IX – DISSOLUTION OF ORGANIZATION AND DISTRIBUTION OF FUNDS

- a. A resolution to dissolve the PA NEN by a specific date should be presented in writing to all PA NEN members 20 business days in advance of a meeting of the PA NEN Board. The resolution may be accompanied by a preamble setting forth the reasons for the dissolution. The resolution may be presented to members electronically. Members shall be invited to submit written comments on the resolution to the Board Chair. Comments may be submitted electronically.
- b. The Resolution to Dissolve the PA NEN shall be approved by a two-thirds vote of the PA NEN Board members in attendance at the above-mentioned meeting.
- c. Upon a two thirds vote of members present in favor of dissolution, the PA NEN shall be dissolved.
- d. 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 in accordance with requirements and policies of its funding agencies and any other governmental regulations that pertain to the assets of the PA NEN.

;- PARLIAMENTARY AUTHORITY

- a. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the PA NEN may adopt.