

## **BYLAWS OF ACADEMIC NUTRITION DEPARTMENTS AND PROGRAMS (ANDP)**

### **I. Name**

Section 1. The name of the organization is: Academic Nutrition Departments and Programs (ANDP).

### **II. Purpose**

Section 1. In cooperation with other educational institutions, government agencies, professional societies, accrediting agencies, and industry, ANDP will promote the common interests of academic units of nutrition in universities and colleges which offer or are principally responsible for the support of graduate and/or undergraduate degree programs in nutrition or the postgraduate training programs in nutrition located in the United States.

### **III. Membership**

Section 1. Academic units of accredited universities and colleges within the United States which offer or are principally responsible for the support of graduate and/or undergraduate degree programs in nutrition and/or post-graduate training programs in nutrition are eligible to be Members.

Section 2. Each Member shall be represented by the chair/administrator of the academic unit holding Membership in the ANDP. Members may designate an alternate representative to attend ANDP meetings if the chair/administrator is unable to attend.

Section 3. Membership is limited to one (1) academic unit per institution unless two (2) separate, eligible nutrition units with separate chairs/administrators and lines of administrative authority each apply for Membership.

### **IV. Board of Directors**

#### **Section 1.**

(a) The Board shall be composed of six (6) representatives of Member institutions: Chair, Chair Elect, Past Chair, Secretary, Treasurer, and Member-at-Large. Board members shall serve staggered terms of three (3) years each. The Chair serves one-year as Chair Elect, one year as Chair, and one year as Past Chair. The Board term of office runs from July 1 to June 30.

(b) The Chair will put out a 30 day call for nominations for soon-to-be vacant Board positions. The Board will review the nominations and present a slate of candidates including at least one (1) individual for each Board position. Board members will be elected by an electronic vote of the Members.

Section 2. In the event of a Board vacancy prior to the expiration of its term, the Chair may appoint a Member to complete that year of the term. This vacancy will then be filled by the nomination and voting processes as outlined in these Bylaws. Any Board member who ceases to be the chair/administrator of the academic unit will be allowed to complete that year of their term. This vacancy will then be filled by the regular nomination and voting

processes as outlined in these Bylaws. The Chair Elect shall succeed to the office of Chair should the office of Chair become vacant prior to the expiration of the Chair's term of office.

Section 3. The Board shall have authority to act on behalf of ANDP and establish all policy, except that specifically reserved to the Membership as outlined in the Bylaws or through a member vote. When transacting ANDP business, each member of the Board shall act on their own best judgment in the interest of the ANDP. Members of the Board shall not be held personally liable for the obligations of the ANDP.

## V. Duties of the Board

Section 1. The duties of the Board members shall generally be such as customarily apply, subject to any specific definitions made in the Bylaws.

Section 2. The Board Chair shall preside at the Annual Meeting, other Member meetings, and at meetings of the Board. Responsibility for organizing the Annual Meeting shall reside with the Chair of the Board or the Board's designee. The Chair or the Board's designee shall also represent the ANDP on all matters of official business.

Section 3. In the event of the absence of the Chair in connection with any duly called meeting of the Members or the Board, the Chair Elect shall preside.

Section 4. The Secretary shall act as recording secretary at Member meetings and Board meetings, 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 responsible for the supervision of ANDP financial affairs, preparation of an operating budget, approving disbursements in accordance with the approved budget, and preparing and presenting an annual report to the Membership detailing the financial status of ANDP.

Section 6. The Member-at-Large shall be responsible for leading efforts to increase ANDP Membership.

Section 7. All Board members shall serve without compensation, fee, or other payment. Board members shall be entitled to reimbursement for approved expenses incurred on behalf of ANDP.

Section 8. The Board shall meet at least once each year. Additional meetings of the Board may be held as called by the Chair or at the request of at least one-half (50%) of the Board. A quorum in any of these meetings shall be a simple majority (51%) of the Board members. All actions by the Board will require a simple majority (51%) of the Board members present.

## VI. Committees

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

## VII. Annual Meeting

Section 1. The Members shall meet at least once each year for the Annual Meeting, at a time and place to be determined by the Board, including via electronic means. At least sixty (60) days electronic notice shall be given for the Annual Meeting.

Section 2. Additional meetings may be held as called by the Chair or at the written request of at least twelve (12) Members. Thirty (30) days electronic notice shall be given for all ANDP special meetings.

Section 3. Twelve (12) Members or 1/10 (10%) of all voting Members, whichever is less, shall constitute a quorum at any duly authorized meeting. Each Member shall have one vote. All actions will require a simple majority (51%) of the Members voting.

Section 4. Robert's Rules of Order, latest edition, shall govern meetings.

## VIII. General Provisions

Section 1. ANDP's fiscal year shall end December 31.

Section 2. No action of ANDP is to be construed as committing any Member to ANDP's position on any issue.

Section 3. ANDP may establish and maintain 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 4. The Membership dues shall be determined by the Board.

Section 5. To the extent allowed by law, the Board may allow any Membership meeting to be conducted in whole or in part via electronic means, and/or to allow electronic voting in connection with any meeting.

## IX. Amendments to the Bylaws

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the Members, provided notice of the proposed amendment shall have been provided to the Members thirty (30) days in advance and the Secretary shall have met other requirements set forth by the Bylaws.

January 15, 1994

Proposed revision, Sept 13, 2004

Revised, October 27, 2015

Revised, July 1, 2024