



BYLAWS

NATIONAL CHILD AND ADULT CARE FOOD PROGRAM SPONSORS ASSOCIATION

ARTICLE I Offices

Section 1. Registered Office. The registered and principal office of the Corporation shall be in Lincoln, Nebraska. The Corporation may also have one or more offices at such place or places within or without the State of Nebraska as the Board of Directors may from time to time determine, or as the business of the Corporation may require.

Section 2. Change of Address. The designation of the county or state of the Corporation's principal office may be changed by amendment of these by-laws. The Board of Directors may change the designation of the principal office from one location to another within or without the State of Nebraska by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require an amendment of these by-laws:

_____ Dated: _____

ARTICLE II Members

Section 1. Eligibility. There shall be two classes of members: (1) voting and (2) non-voting.

- (1) A corporation/organization that is a sponsoring organization of the Child and Adult Care Food Program for family child care homes, affiliated and unaffiliated centers may become a voting member of National CACFP Sponsors Association upon payment of annual membership dues (as established by the Board of Directors) to the Treasurer of the Corporation.
- (2) Other individuals, corporations or organizations may become a non-voting member upon payment of annual membership dues, but do not have voting rights nor can they hold office.

Section 2. Voting Rights. Each eligible member organization shall be entitled to one (1) vote on each matter required by law or the by-laws to be submitted, or otherwise submitted, to a vote of the members.

Section 3. Rights and Liabilities of Members. Members shall not be liable for the debts or obligations of the Corporation. No part of the net earnings or assets of the Corporation shall inure to the benefit of any member of the corporation, provided, however, that nothing in the by-laws shall prevent the Corporation from reimbursing the reasonable out-of-pocket expenses incurred by any Member, Director, or Officer of the Corporation in the performance of her/his duties.

Section 4. Dues. The Board of Directors shall regulate the amount of dues for the Corporation. Following the establishment of any new dues structure, the Board of Directors must approve the decision during a scheduled meeting. Dues are paid based upon the fiscal year of the corporation and are due the first day of October in each fiscal year. Dues are not pro-rated.

Section 5. Meetings of Members. The annual General Meeting of Members is held during the annual conference.

Section 6. Notice of Members Meetings. Notice of the place, date, and hour of the Annual General Meeting of Members will be stated in the agenda of the annual conference with notice posted no later than 30 days prior to the meeting date.

Section 7. Quorum. A quorum (majority) of board members must be present at a meeting in order for a vote to take place; matters voted upon require a quorum (majority) of those present in order to be adopted.

ARTICLE III Board of Directors

Section 1. Management. The affairs of the corporation shall be managed by the Board of Directors. The Board of Directors has the authority to hire, compensate and terminate key management to conduct business at the direction of the Board.

Section 2. Number and Qualifications. The Board of Directors shall consist of no less than five (5) Directors, as shall be determined from time to time, by the Board of Directors, with no more than 25% of the Board comprised of Directors who work at for-profit sponsoring organizations. Directors may be residents of any State and U.S. Territories but must be a working manager of a Child and Adult Care Food Program (CACFP) sponsoring organization which has a paid-up voting membership of the National CACFP Sponsors Association and who also holds a membership with the association. Directors shall not actively serve on the Board of Directors of any other national CACFP related organization during their tenure.

Section 3. Election and Tenure. At set intervals, Directors will be elected by the membership from a slate of potential Directors who will serve a three (3) year term. Terms will begin on October 1 and expire on September 30 for any elected period. A sponsorship may have only one Director serving at any given time

Board members' tenure is limited to 12 years of service or four elected terms.

Any Director may resign at any time by giving written notice to the Board Chair or Secretary of the Board. Such resignation shall take effect at the time specified therein and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV Meetings, Notices and Waivers

Section 1. Annual Meetings of Directors. The annual meetings of the Board of Directors for the appointment of Directors and for the transaction of such business as may come before the meeting shall be held at a time and place designated by the Board of Directors.

Section 2. Annual Meetings of Directors. At least two (2) annual in-person meetings will be held each year at a time and place determined by the Board of Directors.

Board members must attend at least one of two meetings. Incoming Directors, if any, will be briefed as to their duties and responsibilities.

Section 3 Regular meetings. Regular meetings shall be called by the Board Chair in consultation and coordination with key management.

Section 4. Special Meetings of Directors. Special meetings of the Board of Directors may be called by the Board Chair or by any two (2) Directors. Twenty-four (24) hours notice shall given in advance of a special meeting by overnight mail, email, or by phone.

Section 5. Notice and Place of Meeting. Meetings of the Board of Directors, whether regular or special, shall be held within or without the State of Nebraska, as may from time to time and specified in the notice of the meeting. For regular meetings, ten days notice of place, date and time shall be provided and all posted agenda items shall be available within five (5) days of the meeting.

Section 6. Quorum. A majority of the number of Directors shall constitute a quorum at all meetings of the Board of Directors, and the act of a majority of the Directors present at a meeting which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum at any such meetings, a majority of the Directors present may adjourn the meeting without further notice until a quorum shall be present.

Section 7. Vacancies/Resignations. Any vacancy occurring in the Board of Directors must be filled by the affirmative vote of a majority of the remaining Directors. A director elected to fill a vacancy created by a resignation or death of a director shall be appointed to the board for the unexpired term of her/his predecessor. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of the majority of the directors in office. Such appointee shall hold office until the following general meeting and may run for reelection during the annual election for members following the appointment.

Section 8. Removal of Officers and Directors. Any Officer or Director may be removed at any time for cause, after a hearing, by an affirmative vote of a majority of the remaining Directors, regardless of whether the number of Directors remaining constitutes a quorum. Any Director who fails to attend at least 75% of regularly scheduled meetings may be removed.

Section 9. Committees, Task Forces, and Advisory Councils. The Board of Directors may adopt and designate one or more committees by a majority vote of the Directors, with each committee consisting of at least one (1) Director. Other members may come from the general membership. The Board Chair may appoint committee chairs. Each committee shall submit a report at board meetings when appropriate. Committees serve for one fiscal year period.

Section 10. Nominating Committee. The Chair of the Board of Directors shall appoint a chairperson from the Board. The Nominating Committee will solicit nominations for Directors from the general membership prior to the Annual Membership Meeting. A slate of candidates shall be presented at the General Membership meeting thirty (30) days prior to the meeting.

Section 10.5 Finance and Audit Committee The Finance and Audit Committee shall be chaired by the Treasurer and include no less than two (2) other Board members appointed by the Board Chair of the Corporation. The Finance Committee shall be responsible for reviewing the Corporation's financial performance, assisting in the development of the annual budget, and reporting to the Board any concerns or recommendations regarding financial matters, and oversight of the corporation's auditing in accordance with the audit charter policies.

Section 11. Compensation. No director or officer shall for reason of his office be entitled to receive any salary or compensation for services.

Section 12. Power. The business of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by law or the Articles of Incorporation or by these by-laws. The powers of the Board of Directors shall include, but not by way of limitation, the power to authorize the making and execution of any lawful contracts on behalf of the Corporation.

Section 13. Proxy. Each Board Member is entitled to designate another Board Member their proxy vote on an actionable board agenda item by providing advance written notification of authorization for said item to the Board Chair stating the Proxy member and the agenda item within 24 hours of the board meeting.

Section 14. Waiver of Notice. Whenever any notice of a meeting of Directors is required to be given by these by-laws or by law, a waiver thereof in writing, signed by the person entitled to said notice, whether signed before, at, or after the time of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened.

ARTICLE V Officers

Section 1. Election and Term of Officers. The officers shall be a Board Chair, Board Chair-Elect, Immediate Past Board Chair, Secretary, and Treasurer. One person may hold more than one office at a time but may not simultaneously be both Board Chair and Secretary or Board Chair and Board Chair-Elect.

The dismissal of an officer, the election of an officer to fill the office of one who has been dismissed or has ceased for any reason to be an officer, the election of any additional officers, and the change of any officers to a different office may be made by the Board of Directors at any later meeting.

All officers of the Corporation will be elected by the Board of Directors and must be currently serving an elected term on the Board of Directors. The Treasurer and Secretary will serve a two (2) year term but may be re-elected to the office by due process serving no more than two consecutive terms. The Board Chair, Board Chair-Elect and Immediate Past Board Chair serve a one-year term concurrently. Officers shall assume their duties on October 1 and expire on September 30 for any elected period.

The Board shall elect a Board Chair-Elect annually. The nominee receiving the largest number of votes and with by simple majority of at least 50%, shall be elected. The Board Chair-Elect shall serve a one-year term. At the end of his or her term, the Board Chair-Elect becomes the Board Chair and the outgoing Board Chair shall become the Immediate Past Chair and serve in that office for one year. In the case where a Board Chair-Elect or Board Chair is up for general re-election from the membership, and is not re-elected, they will remain on the board of directors automatically to complete their board officer service.

Board members may run for Board Chair-Elect after two years of service until nine years of service on the board. They may not run for office thereafter in keeping with term limits.

Section 1.5 Executive Committee The Executive Committee consists of the Board Chair, Board Chair-Elect, Immediate Past Board Chair, Secretary, and Treasurer and shall be known as the Executive Committee.

Section 2. Board Chair. The Board Chair shall have general and active management of the activities of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Board Chair, or designee, shall preside at all meetings of the Board of Directors, shall be the principal officer of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. Board Chair-Elect. In the absence of the Board Chair or in the event of her/his death, inability or refusal to act, the Board Chair-Elect shall perform the duties of the Board Chair and, when so acting, shall have all the powers of, and be subject to, all the restrictions about the Board Chair. The Board Chair-Elect shall perform such other duties as from time to time may be assigned to her/him by the Board Chair or the Board of Directors.

Section 3.5 Immediate Past Board Chair The Immediate Past Board Chair is a Board Member who served as Board Chair and is an Officer that serves to support the Board Chair and Board Chair-Elect. This person shall carry out all other functions typically performed by corporate officers. This includes discharging the duties of the Board Chair in the event of the Board Chair-Elect's absence or disability for any cause whatsoever and performing such additional duties as may be prescribed from time to time by the Board.

Section 4. Secretary. The Secretary shall attend all meetings of the Board of Directors and the Executive Committee and shall preserve in books of the Corporation true minutes of the proceedings of all such meetings. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Board Chair, under whose supervision she/he will be. The Secretary shall certify and keep at the principal office of the Corporation the original, or a copy, of these by-laws as amended or otherwise altered to date. In the event of the Board Chair, Board Chair-Elect, Immediate Past Board Chair, and Treasurer's absence or disability for any cause whatsoever the Secretary shall be responsible for performing the Board Chair duties.

Section 5. Treasurer. The Treasurer shall have custody of all Corporate Funds in the Corporations name. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or these by-laws, or which may be assigned to her/him by the Board Chair or the Board of Directors. In the event of the Board Chair, Board Chair-Elect, and Immediate Past Board Chair's absence or disability for any cause whatsoever the Treasurer shall be responsible for performing the Board Chair duties.

Section 6. Other Officers. All other officers as may be appointed from time to time by the Board of Directors shall perform such duties and exercise such authority as the Board of Directors shall prescribe.

Section 7. Executive Director/President/Chief Executive Officer. The Board shall select an Executive Director, President or Chief Executive Officer ("CEO") who shall be responsible for the administration and conduct of the business and affairs of the Corporation. The Executive Director, President or CEO shall have all authority not delegated to the Board of Directors. The Executive Director, President or CEO shall serve as an ex-officio member of the Board of Directors and officer of the Corporation, with the power to vote on all Board actions except those pertaining to the employment or compensation of the Executive Director, President or CEO.

ARTICLE VI
Execution of Instruments

Section 1. Execution of Instruments. The Board Chair and the Board Chair-Elect, or any other member of the Executive Committee designated by the Board of Directors, shall have power to execute on behalf and in the name of the Corporation any deed, contract, bond, debt, note or other instrument requiring the signature of an officer of the Corporation. Unless so authorized, no other officer, agent, or employee shall have the power or authority to bind the Corporation in any way, to pledge its credit, or to render it liable pecuniary for any purpose or in any amount.

Section 2. Checks and Endorsements. All checks and drafts upon the funds to the credit of the Corporation in any of its depositories shall be signed by such of its officers or agents as shall be determined by resolution of the Board of Directors. The use of facsimile signatures may, under specified conditions, be approved by resolution of the Board of Directors. All notes, bills, receivables, drafts and other evidence of indebtedness payable to the Corporation shall, for the purpose of deposit, discount, or collection, be endorsed in such manner as shall be determined by resolution of the Board of Directors.

ARTICLE VII
Corporate Seal

Section 1. Corporate Seal. The Corporate Seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced.

ARTICLE VIII
Fiscal Year

Section 1. Fiscal Year. The Fiscal Year of the Corporation shall be October 1st through September 30th.

ARTICLE IX
**Corporate Books and
Records**

Section 1. Corporate Books. Except as otherwise required by statute, the books and records of the Corporation may be kept within or without the State of Nebraska at such place or places as may be from time to time designated by the Board of Directors.

ARTICLE X
Amendment of By-Laws

Section 1. Amendments, How Effected. These by-laws may be amended by the affirmative vote of a majority of the Board of Directors entitled to vote at any meeting of the Directors.

ARTICLE XI Special Provisions

Section 1. Indemnification of Officers and Directors. To induce any person elected or appointed as an Officer, Director, or employee of the Corporation to assume such a position, the Corporation agrees and hereby makes a continuing offer to indemnify any such person from any liability or expense actually incurred by such person in any way arising out of such position to the fullest extent allowed by applicable law.

Section 2. Non-Profit Status. This Corporation shall be organized as a non-profit corporation under the statutes of the State of Nebraska and pursuant to Section 501(c)(6) of the Internal Revenue Code.

Section 3. Purpose. This Corporation is formed to promote higher business standards and better business methods for these organizations which sponsor the Child and Adult Care Food Program, to encourage uniformity and cooperation between Sponsors; to provide nutrition education and training; to provide technical support for child advocates and other organizations or individuals interest in promoting children's issues; to provide information on children's issues to the public, public officials, and to engage in other activities as would promote the interest of children and their families, is organized exclusively for the purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law.

Section 4. Adoption of By-Laws. As Secretary of The Child and Adult Care Food Program Sponsors Association, I certify that the foregoing by-laws have been reviewed, adapted, and approved by the Board of Directors and are the by-laws of the Corporation, effective on the 20th day of November 1997.

(Signature affixed)
Cheryl Flaatten, Secretary Board of Directors

Section 5. Adoption of By-Laws. As Secretary of The Child and Adult Care Food Program Sponsors Association, I certify that the foregoing by-laws have been reviewed, adapted, and approved by the Board of Directors and are the by-laws of the Corporation, effective on the 16th day of September 2011.

(Signature affixed)
Gail Birch, Secretary Board of Directors

Section 6. Adoption of By-Laws. As Secretary of the National Child and Adult Care Food Program Sponsors Association, I certify that the foregoing by-laws have been reviewed, adapted, and approved by the Board of Directors and are the by-laws of the Corporation, effective on the 24th day of April 2013.

(Signature affixed)
Kati Wagner, Secretary Board of Directors

Section 7. Adoption of By-Laws. As Secretary of the National Child and Adult Care Food Program Sponsors Association, I certify that the foregoing by-laws have been reviewed, adapted, and approved by the Board of Directors and are the by-laws of the Corporation, effective on the 26th day of May 2016.

(Signature affixed)
Debra Joan Ghia, Secretary Board of Directors

Section 8. Adoption of By-Laws. As Secretary of the National Child and Adult Care Food Program Sponsors Association, I certify that the foregoing by-laws have been reviewed, adapted, and approved by the Board of Directors and are the by-laws of the Corporation, effective on the 16th day of January 2020.

(Signature affixed)
Rhonda Kobylecky, Secretary Board of Directors

Section 9. Adoption of By-Laws. As Secretary of the National Child and Adult Care Food Program Sponsors Association, I certify that the foregoing by-laws have been reviewed, adapted, and approved by the Board of Directors and are the by-laws of the Corporation, effective on the 25th day of May 25, 2023.

(Signature affixed)
Alix Pasillas, Secretary Board of Directors