

Georgia Nutrition Council (GNC)

Constitution and Bylaws

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| Constitution |
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ARTICLE I: Name

The name of the organization shall be the GEORGIA NUTRITION COUNCIL.

ARTICLE II: Purpose

Section 1.

The purpose of the organization shall be to bring together professionals from all fields of nutrition in order to broaden their perspectives of nutrition and to unite their efforts in addressing nutrition problems in the State.

Section 2.

Specific objectives of the organization shall be to:

- (1) promote and provide nutrition education,
- (2) promote awareness of current nutrition research objectives and results,
- (3) provide leadership in addressing nutrition issues related to the well-being of people, and
- (4) serve as a source of nutrition information.

Section 3.

The objectives of the organization shall be accomplished by implementing programs of emphasis recommended by the Long-Range Planning Committee with outreach to Georgia Nutrition Council members and to others in the state.

Section 4.

Should the Georgia Nutrition Council be dissolved for any reason, residual funds of the Georgia Nutrition Council shall be distributed by the Executive Committee for exclusively educational purposes.

Section 5.

The organization shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provision of any later federal tax laws.

Section 6.

The organization shall not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

Section 7.

The organization shall not retain any excess business holdings as defined in section 4043(c) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

Section 8.

The organization shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

Section 9.

The organization shall not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

Section 10.

Notwithstanding all other provisions of the Constitution, this organization is organized exclusively for educational purposes specified in Section 501 (c) (3) of the Internal Revenue Code. This organization is not empowered to engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more of its educational purposes nor in activities which attempt to influence legislation.

Article III. Membership**Eligibility.**

Any individual who has an active interest in food and nutrition shall be eligible for membership and shall become a member upon payment of dues as established by the Executive Committee.

Article IV. Officers

The officers of the Georgia Nutrition Council shall be a:

- President
- President-Elect
- Secretary
- Treasurer

Article V. Executive Committee**Section 1. Membership of the Executive Committee**

The Executive Committee shall be composed of the:

- President
- Immediate Past-President (& Chair of Annual Conference)
- President-Elect
- Secretary
- Treasurer
- Three elected Members-at-Large

- ...Nominating Committee Chair
- ...Scholarship Committee Chair
- ...Historian
- Two Nominating Committee Members
- Web Master
- Chairs of Standing Committees
 - ...Awards Committee Chair for Student Research
 - ...Awards Committee Chair for Professional Awards
 - ...Newsletter Chair
 - ...Membership Committee Chair

Liaisons will be appointed which represent the:

- Georgia Academy of Nutrition and Dietetics (GAND)
- Georgia Extension Association of Family and Consumer Sciences (GEAFCS)
- Georgia School Nutrition Association (GSNA)
- Georgia Association of Family and Consumer Sciences (GAFCS)
- Georgia Coalition for Physical Activity and Nutrition (GPAN)
- Liaisons to other professional associations as determined by the Executive Board

Section 2. Duties and responsibilities of the Executive Committee.

The general management of the Georgia Nutrition Council shall be vested in the Executive Committee, which shall be empowered to act for the Georgia Nutrition Council when not in session, shall act as an advisory or consulting board on matters concerning food and nutrition in Georgia, and shall be responsible for all Georgia Nutrition Council meetings.

Article VI. Committees

Section 1. Standing Committees.

Committees, as needed to assist in the affairs of the Georgia Nutrition Council, shall be elected or appointed as designated in the Bylaws.

Section 2. Other Committees.

The President may appoint such additional committees as may be needed to carry out the functions of the Georgia Nutrition Council.

Article VII. Meetings.

Section 1. Annual Meeting.

A meeting of the Georgia Nutrition Council for transacting business, presenting communications, and related activities shall be held at least once each calendar year.

Section 2. Special Meetings.

A special meeting may be called at any time by the President or in his/her absence or inability, by the President-Elect. A notice specifying the purpose of the meeting, and the time

and place of the meeting, shall be mailed, or emailed, to each member least ten (10) days before the date of the meeting.

Article VIII. Amendments.

Section 1.

This Constitution may be amended by two-thirds of the votes cast by members at an annual meeting, at a special meeting, or by mail. Proposed changes in the Constitution must be submitted by mail to active members with dues paid-to-date not less than two weeks prior to the time that a vote is requested.

Section 2.

Bylaws may be adopted or amended by two-thirds of the votes cast by members at an annual meeting, at a special meeting, or by mail. Proposed changes in the Constitution must be submitted to the members, those in good standing at the time the proposal is submitted, no less than two weeks prior to the time that a vote is requested.

BYLAWS

(Revised 1981, Amended 1989, 1993, 2002, 2007, 2013)

ARTICLE I: Nomination of Officers and Executive Committee Members

Section 1. Nominations Committee.

The Chair of the Nominating Committee shall be the second year Member-at-Large of the Executive committee. The other two members of the committee shall be elected by members of the Georgia Nutrition Council.

Section 2. Nominations Procedure.

The Nominations Committee shall solicit from the membership nominations for the offices of President-Elect, Secretary, Treasurer, Member-at-Large and members of the Nominations Committee at least two weeks before the deadline it sets for receiving nominations and at least six weeks prior to the election. It is the responsibility of members who wish to nominate a candidate to contact that person ascertaining his/her willingness to be a candidate. This must be confirmed by the Chair of the Nominations Committee before the candidate's name can be placed on the slate. This, along with membership in the council shall, qualify the candidate. Following receipt of nominations from the membership, the Committee shall prepare the final slate. The slate shall consist of those properly nominated by the membership plus any candidates selected and qualified by the committee. Candidates shall be nominated for the offices of President-Elect, Secretary, Treasurer, Member-at-Large and two members of the Nominations Committee. The slate of candidates shall be mailed, or emailed, to the membership at least two weeks prior to the election.

Section 3. Election.

The date of the election shall be set by the Executive Committee. Balloting shall be conducted by mail, or email, be held at least two weeks prior to the Annual Meeting and ballots postmarked after the election date shall not be valid. Only members with dues paid-to-date shall be eligible to vote.

Section 4. Certification.

Election ballots shall be received and counted by the Chair of the Nominations Committee. Among the offices of President-Elect, Secretary, Treasurer, and Member-at-Large, the candidate receiving the greatest number of votes shall be declared the winner. Among the candidates for positions on the Nominating Committee, the two receiving the greatest number of votes shall be elected. The Chair and at least one other member of the Nominations Committee, shall decide tie votes by lot. The results shall be conveyed to the President at the earliest possible time. He/She shall notify the members of the Executive committee and the elected candidates immediately, and announce the results to the membership at the Annual Meeting.

ARTICLE II. Officers and Appointed Members of the Executive Committee

Section 1. Duties and Responsibilities of Officers.

The elected officers as listed in Article IV of the Constitution shall have the customary duties.

The President shall preside at meetings of the Georgia Nutrition Council and the Executive Committee. Unless otherwise specified, he/she shall, with the advice of the Executive Committee, appoint the Chair of each committee. He/She shall be an ex-officio member of all committees. When appropriate, the President shall represent the Georgia Nutrition Council at nutrition-related state-wide meetings and write letters on behalf of the Georgia Nutrition Council in response to nutrition-related issues.

The President-Elect shall serve in the absence of President. He/She shall chair the Long-Range Planning Committee, and serve as the Coordinator of the Outreach Grant award process.

The Past-President shall be responsible for planning the Annual Conference. The Past-President shall recruit a conference planning committee and work with that committee to plan the details of the conference. The Past-President shall recommend to the Executive Board for approval of a location and overall theme. The Executive Committee shall work with the Past President to identify potential speakers.

The Secretary shall keep minutes of the meetings of the Georgia Nutrition Council and of the Executive Committee. The Secretary shall be responsible for the distribution of the minutes to appropriate members. He/she shall be responsible for all official correspondence of the Georgia Nutrition Council other than correspondence the Executive Officer receives/sends in conduct of membership and financial matters.

The Treasurer, in collaboration with the Executive Officer, shall be responsible for safeguarding the Georgia Nutrition Council's funds, and for disbursing same in accordance with the approved budget, for maintaining proper records and accounts. The funds and accounts include regular dues, fees and invested scholarship funds, as well as special funds designated for particular activities of the Georgia Nutrition Council. The Treasurer shall review for accuracy financial reports prepared by the Executive Officer. The Treasurer shall chair a Financial Committee that will be responsible for making recommendations to the Executive Board concerning maintenance of scholarship funds and other funds.

All Members-at-Large shall serve a term of three years.

The first year of the term, the Member-at-Large will serve as the Scholarship Committee Chair and as a member of the Long-Range Planning Committee. He/she shall serve as a member of the Executive Committee.

The second year of the term, the Member-at-Large will serve as Chair of the Nominations Committee and as a member of the Long Range Planning Committee. He/she shall serve as a member of the Executive Committee.

The third year of the term, the Member-at-Large shall serve as Historian. The Historian shall collect and assemble all historical records for the year of his/her term. These records shall include

- 1) minutes of the board meetings
- 2) the Executive Officer's reports
- 3) the program of the Annual Conference, including photographs
- 4) a listing of the award recipients.

The Historian shall maintain and hold the historical records of the organization from previous years and at the end of his/her term, add the current year's history to the permanent history file. The third year Member-at-Large will serve as a member of the Long-Range Planning Committee and the Executive Committee.

The appointed Executive Officer shall be responsible for maintaining accurate, up-to-date records of membership and finance. Membership records shall include the name, address, telephone number, email address, fax number, employer, and dues record of each member. Financial responsibilities shall include:

- 1) maintaining all financial accounts and records
- 2) receiving, writing, and depositing checks
- 3) maintaining the financial records of the organization
- 4) providing the Executive Committee quarterly financial and membership reports and other financial information, as needed.

The Executive Officer shall send all financial reports to the treasurer for review before they are presented to the Executive Committee or membership. The Executive Officer, along with the Membership Chair and Treasurer, shall be responsible for mailing dues invoices, printing an annual membership directory and providing mailing labels to other organizations as requested by the Executive Committee. In addition, he/she shall provide a current, official mailing address for the organization. The Executive Officer shall perform additional duties, as requested by the Executive Committee.

The Liaisons to the Georgia Dietetic Association and other professional associations, identified by the Executive Board, shall be appointed by the President of the Georgia Nutrition Council and serve on the Executive Board. They will be responsible for communicating appropriate information between the two groups.

Section 2. Term of Office.

A President - Elect shall be elected annually. Following the one year term as President – Elect, the President – Elect shall succeed automatically to President, the third year he/she shall assume the duties of the Past – President. The Secretary and Treasurer shall each be elected for a term of two years; the secretary being elected in odd-numbered years and the Treasurer in even numbered years. Members-at-Large shall serve a term of three years, one being elected each year. Term of office shall begin at the Annual Meeting. Two members of the Nominations Committee shall be elected to a one-year term.

Section 3. Limitations.

No person who served as President shall be eligible for election or appointment as President-Elect for three years following the end of his/her term as President. No person who served as Member-at-Large of the Executive Committee shall be eligible for election as Member-at-Large for three years following the end of his/her term as Member-at-Large.

ARTICLE III. Committees

Section 1. Standing Committees.

Standing committees shall include, but not limited to, the following: Membership, Newsletter, Scholarship, and Awards. Chairs of the Standing Committees shall be appointed by the President and attend all meetings of the Executive Committee to report on their activities and participate in discussions.

Section 2. Membership Committee.

The duties of the Membership Committee shall be to recruit new members and produce membership brochures and invoices when needed.

Section 3. Newsletter Committee.

The Chair may choose to recruit a committee to produce newsletters. The duties of the Newsletter Chair are to prepare and distribute to the general membership and to others as designated by the Executive Board at least three (3) newsletters each year. The newsletter shall contain news and announcements of Georgia Nutrition Council activities and other events relating to foods and nutrition that may be of interest to the members.

Section 4. Awards Committee.

The President shall appoint two individuals to serve as Awards Committee Chairs.

- 1) Chair for Student Research: The responsibility of this committee is to distribute information about the Student Research Awards to students in nutrition related departments at Universities and Colleges in Georgia, to organize the research award presentations/posters at the annual meeting, to conduct judging of the presentations/posters, and to present the awards to deserving student(s).
- 2) Chair for Professional Awards: The responsibility of this committee is to solicit nominations from the Executive Committee for the Georgia Nutrition Council's Award of Excellence and for the Friend of Georgia Nutrition Council Award. Additionally, the chair will present the Georgia Nutrition Council's Award of Excellence and the Friend of Georgia Nutrition Council Award to deserving individuals at the annual meeting.

The Awards Committee Chairs shall be responsible for overseeing additional awards as determined by the Executive Committee.

Section 5. Scholarship Committee.

The Scholarship Committee shall be chaired by the first year Member-at-Large. The Scholarship Chair shall appoint two individuals to serve on the Scholarship Committee. The

responsibility of the Scholarship Committee shall include distributing applications for the Rita Waters and Holly B. Alley Scholarships and other scholarships approved by the Executive Board to appropriate colleges and universities. The Scholarship Committee shall be responsible for receiving applications, recruiting a judging committee, notifying the winners, sending letters to all applicants, and presenting the scholarships at the Annual meeting. The Committee shall invite members of the Waters and Alley families, as well as family members of other scholarship honorees, to the scholarship presentation.

Section 6. Long-Range Planning Committee.

The President – Elect and the three Members-at-Large of the Executive Committee shall constitute a Long-Range Planning Committee for the Georgia Nutrition Council. The President – Elect shall Chair this Committee. The duties of this Committee shall be to plan a program of work for the following year and to anticipate areas of emphasis for future years.

Section 7. Annual Conference Committee.

The duties of this Committee shall consist of planning the Annual Conference to be held in conjunction with the Annual Meeting each year. The Past- President shall chair the conference and recruit a committee. The Annual Conference Committee is responsible for selecting the location, topics and speakers for the conference with input from the Executive Committee, securing funding for the conference, arranging for exhibitors at the conference, and for the overall conduct of the conference.

Section 8. Nominations Committee.

The Nominations Committee shall conduct nominations for office as outlined in Article I.

Section 9. Other Committees.

The President shall appoint committees as necessary to accomplish the program of work and projects and to carry out functions of the Georgia Nutrition Council.

ARTICLE IV. Filing of Vacancies

Section 1.

If the President is unable to serve, the President–Elect shall assume the duties of the President for the remainder of the year as well as for his/her own term. The second year Member-at-Large shall assume the duties of the President–Elect during the remainder of the term and the duties of President the following year.

Section 2.

Vacancies occurring in elected offices, other than that of President, shall be filled by the President, with the approval of the Executive Committee until the next election of officers. At the time, a person shall be elected by the normal method to fill the unexpired term.

ARTICLE V. Meetings

Section 1.

The annual business meeting (Annual Meeting) of the Georgia Nutrition Council shall be held each year unless deemed otherwise by the Executive Committee.

Section 2. Parliamentary Authority.

The rules in Robert's Rules of Order, Revised, shall govern the conduct of all business meetings of the Georgia Nutrition Council in all cases to which they are applicable and in which they are not inconsistent with the Constitution or Bylaws of the Georgia Nutrition Council.

Section 3.

An annual conference, at which continuing education credits shall be awarded, shall be held each year in conjunction with the Annual Meeting. The annual conference shall be planned by the Annual Conference Committee.

ARTICLE VI. Fiscal Year

Section 1.

The fiscal year of the Georgia Nutrition Council shall be from January 1st through December 31st.

ARTICLE VII. Amendments to the Bylaws

Bylaws may be changed by mail, or email, or at any regular or special meeting of the Georgia Nutrition Council as stated in the Constitution provided:

- a. The proposed change is submitted to active members not less than two weeks prior to the time that a vote is requested,
- b. The proposed change does not conflict with the basic provisions of the Constitution,
- c. Two-thirds of the members voting approve the change.