

Georgia Nutrition Council (GNC)

Constitution and Bylaws

Constitution

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 goals of the organization shall be to:

- (1) promote and provide nutrition education,
- (2) enhance member and public awareness,
- (3) provide leadership in addressing timely nutrition issues impacting the well-being of people,
- (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 Executive Board 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 Board 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 the completion of an application and payment of dues.

Student members are members who are in undergraduate or graduate school and have an interest in food and nutrition. Any student member confirmed to be enrolled is a member who may register to attend the conference. Student members are allowed to offer a vote during elections.

Article IV. Officers

The officers of the Georgia Nutrition Council shall be a:

- President
- President-Elect
- Secretary
- Treasurer
- Executive Officer

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

The Executive Board 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
 - ...Membership Committee Chair
- Three elected Members-at-Large Committee Members
- Appointed Chairs of Standing Committees
 - ...Awards Committee Chair for Student Research
 - ...Awards Committee Chair for Professional Awards
 - ...Marketing and Communications Chair
 - Media Manager
 - Newsletter Editor
 - Webmaster
 - General Member

Section 2. Duties and responsibilities of the Executive Board.

The general management of the Georgia Nutrition Council shall be vested in the Executive Board, which shall be empowered to act on behalf of the Georgia Nutrition Council when not in session, shall act as an advisory 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 Board Members

Section 1. Members-at-Large Committee.

The Members-at-Large Committee shall consist of the Membership Chair, Nominating Chair, and Scholarship Chair. The three members of the committee shall be elected by members of the Georgia Nutrition Council. The Members-at-Large committee is a three-year commitment, with one new member elected each year.

Section 2. Nominations Procedure.

The Members-at-Large committee shall solicit GNC members for nominations for the offices of President-Elect, Secretary, Treasurer, Members-at-Large, and Members-at-Large 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 to ascertain his/her willingness to be a candidate. This must be confirmed by the Nominating chair before the candidate's name can be placed on the slate. Following receipt of nominations, the Committee shall prepare the final slate. The slate shall consist of those properly nominated by the members plus any candidates selected and qualified by the committee. The slate of candidates shall be mailed, emailed, or delivered through an online platform of choice 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 Board. Balloting shall be conducted by mail, email, or an online platform at least two weeks prior to the Annual Business Meeting and ballots postmarked or electronically received 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 Nominating Chair. Among the offices of President-Elect, Secretary, Treasurer, Members-at-Large, and Members-at-Large committee, the candidate receiving the greatest number of votes shall officially acquire the position. Among the candidates for positions on the Members-at-Large Committee, the one receiving the greatest number of votes shall be elected. The Chair and at least one other member of the Members-at-Large Committee, shall decide tie votes by lot. Upon receipt of the results, the Nominating Chair shall immediately notify the Executive Board and elected candidates as well as those not chosen of the election results. Thereafter, the results will be announced to council members during the Annual Meeting.

ARTICLE II. Officers and Appointed Members of the Executive Board

Section 1. Duties and Responsibilities of Officers.

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

The President shall preside at meetings of the Georgia Nutrition Council and the Executive Board. Unless otherwise specified, he/she shall, with the advice of the Executive Board, 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 correspond on behalf of the Georgia Nutrition Council in response to nutrition-related issues.

The President-Elect shall serve in the absence of President 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 seek approval from the Executive Board on the conference location and overall theme. The Executive Board 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 Board. 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 Secretary shall maintain and hold the historical records of the organization from previous years. At the end of his/her term, the secretary will add the current year's history to the permanent history file.

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.

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 Chair. The Scholarship Chair will be responsible for making recommendations to the Executive Board concerning maintenance of scholarship funds and other funds.

The second year of the term, the Member-at-Large will serve as Nominating Chair. He/she shall oversee the elections process for the fiscal year.

The third year of the term, the Member-at-Large shall serve as Membership Chair. The Membership Chair shall work to increase membership and membership engagement, including, but not limited to:

- 1) Professional Development Opportunities
- 2) Membership Drive(s)
- 3) Special Events

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 financial records of the organization,
- 4) providing the Executive Board 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 Board 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 Board. 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 Board.

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. The committee will act as (partners, supporters, collaborators) to the Members-at-Large (Scholarship Chair, Nominations Chair, and Membership Chair) and the Members-at-Large committee, assisting as needed. Once a Member-at-Large finishes their term, the Member-at-Large committee members have the opportunity to run for the vacated Member-at-Large position during the regular election period. The term of office shall begin at the Annual Meeting.

A Member-at-Large Committee Member shall be elected annually. Committee Members shall serve a term of three years and act as (partners, supporters, collaborators) to the Members-at-Large in the areas of Scholarship, Nominations, and Membership. The term of office shall begin at the Annual Meeting.

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 Board 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: Marketing and Communications, Members-at-Large Committee, and Annual Conference Committee. Chairs of the Standing Committees shall be appointed by the President and attend all meetings of the Executive Board to report on their activities and participate in discussions.

Section 2. Marketing and Communications Committee.

The President shall appoint an individual to serve as the Marketing and Communications Chair.

The Marketing and Communications Chair shall recruit a Marketing and Communications committee which shall consist of the Newsletter Editor, Media Manager, Webmaster, and general member. The duties of the Newsletter Editor are to prepare and distribute to the general membership and to others as designated by the Executive Board at least four (4) newsletters each year. The newsletter shall contain news and announcements of Georgia Nutrition Council activities and other events relating to food and nutrition that may be of interest to the members. The duties of the Media Manager are to manage all media platforms. The duties of the Webmaster are to manage the official GNC website. The general member will assist the Marketing and Communications Committee as needed.

Section 3. 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 food and 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 selected student(s).
- 2) Chair for Professional Awards: The responsibility of this committee is to solicit nominations from the Executive Board 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 selecting individuals at the annual meeting.

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

Section 4. Members-at-Large Committee.

The Members-at-Large Committee shall consist of the Membership Chair, Nominating Chair, and Scholarship Chair. The three members of the committee shall be elected by members of the Georgia Nutrition Council. The Members-at-Large committee is a three-year commitment, with one new member elected each year.

Scholarship

The first year Member-at-Large shall act as the Scholarship Chair. The responsibility of the Scholarship Chair 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 Chair 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 Chair shall invite members of the Waters and Alley families, as well as family members of other scholarship honorees, to the scholarship presentation.

Nominations

The Nominations Chair and Members-at-Large Committee members shall call for nominations for office as outlined in Article I.

Membership

The third year Member-at-Large shall act as the Membership Chair. The responsibility of the Membership chair shall be to increase membership and membership engagement, including, but not limited to:

1. Professional Development Opportunities
2. Membership Drive(s)
3. Special Events

Section 5. Annual Conference Committee.

The Executive Board should act as the Annual Conference Committee with the addition of one to five general members. The duties of this Committee shall consist of planning the Annual Conference to be held in conjunction with the Annual Business Meeting each year. The Past-President shall chair the conference. The Annual Conference Committee is responsible for selecting the location, topics and speakers for the conference, securing funding for the conference, arranging for exhibitors at the conference, and for the overall conduct of the conference.

Section 6. 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. Filling 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 third 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. If the third year Member-at-Large chooses not to assume the duties of the President-Elect, the second year Member-at-Large shall assume the role.

Section 2.

Vacancies occurring in elected offices, other than that of President, shall be appointed by the President. That individual will hold said position for the remainder of the term with the approval of the Executive Board until the next election of officers. At that time, the individual shall be elected by the standard procedures to fill the unexpired term.

ARTICLE V. Meetings

Section 1.

The Annual Business Meeting of the Georgia Nutrition Council shall be held each year unless deemed otherwise by the Executive Board.

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 Business Meeting. The annual conference shall be planned by the Past President and 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

Proposed changes to the bylaws may be submitted electronically, at a regular meeting, or at a special meeting of the Georgia Nutrition Council as stated in the constitution. Prior to going into effect, changes must be submitted to active members no less than two weeks prior to the time that a vote is requested, not to conflict with the basic provisions of the Constitution, and must receive two-thirds vote of members approving the change.