

NATIONAL WIC ASSOCIATION BYLAWS

Adopted: March 1986
Revised: 1997, November 1989, April 1992,
April 1994, April 1995, May 1996,
May 1998, January 1999, May 2001,
May 2002, April 2004, May 2005,
May 2006, May 2007, May 2008,
May 2009, May 2010, April 2011,
May 2012, May 2015

ARTICLE I – NAME

The name of this organization is the **National WIC Association, NWA**, herein referred to as the “Association,” representing the staff, participants and others affiliated with the Special Supplemental Nutrition Program for Women, Infants, and Children (WIC).

ARTICLE II – PRINCIPAL OFFICE

The principal office of the Association shall be the office of the Chair of the Board of Directors of the Association.

ARTICLE III – PURPOSE

The purpose of the Association is to link WIC Agency Staff and others in a national forum to act collectively on behalf of the Program to include the following functions:

- A. To provide a national resource network through which selected ideas, materials and procedures can be communicated to persons working in the WIC Community.
- B. To promote good management practices and to assist WIC Program Staff at the state and local levels.
- C. To promote the improved health, well-being and nutritional status of women, infants and children.
- D. To act as a resource at the request of governmental bodies and individual legislators regarding issues particular to the health and nutrition of women, infants and children and to assist WIC clients.
- E. To do whatever is necessary to promote and sustain the WIC Program.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility:

Membership in the Association is open to the following categories:

A. State Agency Directors Section:

Individuals who currently hold positions as State Agency WIC Directors or Administrators. The membership may be agency or personal, but not both. When membership is agency, all staff, in addition to the Director or Administrator, who are employed by the State Agency, are considered members of the Association. The term “State Agency” includes both geographic and Native American State Agencies

B. Local Agency Section:

Representatives of agencies currently administering Local WIC Programs. A local program is an agency, district, region, parish, county, office or other group of staff that provides client services. The membership may be agency or personal, but not both. When membership is agency, all staff, in addition to the designated representative of the Local Agency who are employed by the Local Agency, are considered members of the Association. There shall be only one local agency membership per agency.

C. State Agency Nutrition Services Section:

Individuals who currently hold positions as State Agency Nutrition Coordinators or State Agency nutritionists. The membership may be agency or personal, but not both. When membership is agency, all nutritionists, in addition to the State Agency Nutrition Coordinator, who are employed by the State Agency, are considered members of the Association.

D. Sustaining Memberships:

Interested companies, organizations or individuals making contributions under rules determined by the Board of Directors.

E. Individual Memberships:

Interested individuals employed or formerly employed by State or Local WIC Agencies. Membership is personal, not agency.

Section 2. Term of Membership:

Membership in the Association shall be for a period of one year based on the calendar year, beginning January 1 each year.

Section 3. Dues:

- A. Membership shall be obtained by paying annual dues. Members shall be considered inactive if they fail to pay dues within three months of the annual renewal date. Members shall be reinstated at any time during the year upon full payment of dues.
- B. Dues shall be fixed by vote of the membership of the Association upon recommendation of the Board of Directors.
- C. Dues paid by an individual State or Local Agency employee shall not be transferable to his or her successor. Dues paid by the Agency shall be transferable.

Section 4. Section Operational Procedures

The State Agency Directors Section, Local Agency Section and State Agency Nutrition Services Section of NWA shall have Section Operational Procedures that shall be presented to the Board of Directors for approval. Procedures shall be reviewed for conformance to the Association's Bylaws, mission and purpose and shall have consistency between Sections. Approval of Procedures shall not be unreasonably withheld. Section Operational Procedures shall be available to members of the Association upon request.

ARTICLE V – MEETINGS OF THE MEMBERSHIP

Section 1. Frequency and Purpose:

A meeting of the membership shall be held at least every year for the purpose of:

- A. Installing officers of the Association;
- B. Installing a Nominating Committee;
- C. Hearing reports;
- D. Setting policy and/or taking stands in the name of the Association;
- E. Instructing the Board of Directors and
- F. Conducting other business of the Association.

Section 2. Notice:

Notice shall be given in writing to all members of the Association at least three months in advance.

Section 3. Quorum:

The minimum number of members required to be present in order to carry on the business of the Association shall be 41% of the active voting members, provided at least four regions and 26 states are represented. A majority of those present and voting at the business meeting shall decide any questions to come before the Association, except where a larger vote is required by law or by these bylaws.

ARTICLE VI – VOTING

Section 1. Voting shall be limited to the following:

- A. One vote for each State shall reside with the State Agency WIC Director or Administrator.
- B. One vote for each State representing the Local Agencies in the State shall reside with a designated representative selected by all member Local Agencies and/or a Local Agency association that is a member of the section for Local Agencies from that State. An individual who is also a State Agency WIC Director or State Agency Nutrition Coordinator or designated State Agency nutritionist is ineligible to hold this position.
- C. One vote from each State shall reside with the State Agency Nutrition Coordinator or a State Agency nutritionist designated by the State Agency Nutrition Coordinator from that State. An individual who is also a State Agency WIC Director or Local Agency WIC Director is ineligible to hold this position.
- D. One vote from each representative elected under Article VIII, Section 2.D or Section 2.E, who is not otherwise eligible to vote under this section.
- E. One vote from each officer under Article VII, who is not otherwise eligible to vote under this section.

Section 2. Authorized Voters

Votes of the Association, whether during meetings or by other means, are limited to the individuals specified in Section 1 of this article, a proxy, as specified in Section 3 of this article, or an alternate as specified in Article VIII, Section 6. A proxy is defined as a person empowered to act for another as in voting.

Section 3. Method for Designating a Proxy

Individuals identified in Article VI, Section 1, may designate a proxy by notifying the Association Secretary in advance.

Section 4. Eligibility to Vote

Individuals must be active members of the association, as identified by the Treasurer, in accordance with Article IV, Section 3, to be eligible to vote.

ARTICLE VII – OFFICERS

Section 1. Number and Title:

The officers of the Association shall be a Chair of the Board of Directors, a Chair-Elect, a Secretary, a Treasurer, Chair Emeritus, and the President & Chief Executive Officer. The Chair-Elect, Secretary and Treasurer shall be elected by the membership. The President & Chief Executive Officer is employed and serves at the pleasure of the Board of Directors. The Chair-Elect shall become the Chair of the Board of Directors following one term of office. The Chair of the Board of Directors shall become the Chair Emeritus following one term of office.

Section 2. Qualifications:

- A. The Chair of the Board of Directors and Chair-Elect shall have been a member of one of the three sections of the Association as described in Article IV, Section 1, A, B and C for a minimum of two years immediately preceding the election and shall have served on the Board of Directors within the past five years.
- B. The Secretary and Treasurer shall have been a member of one of the three sections of the Association as described in Article IV, Section 1, A, B and C for a minimum of two years immediately preceding the election.

Section 3. Duties:

- A. The Chair of the Board of Directors shall preside at all meetings of the Association, the Board of Directors and the Executive Committee; oversee the work of the Association; sign contracts, grants, fiscal and legal documents authorized by the Association and the Board of Directors; and represent the Association in relations with the Department of Agriculture and other groups.
- B. The Chair Emeritus shall assist the Chair of the Board of Directors and the Chair-Elect in carrying out his or her duties, serve as an advisor to the Board, participate in the Executive Committee, Board meetings and conference calls, and serve as a host for visitors to Board meetings.
- C. The Chair-Elect shall assist the Chair of the Board of Directors in fulfilling the obligations of office by performing such duties as requested by the Chair of the

Board of Directors; shall exercise the power and shall perform all of the duties of the Chair of the Board of Directors in the event of the temporary absence, inability or failure to act as the Chair of the Board of Directors; and shall perform other duties as requested by the Chair of the Board of Directors.

- D. The Secretary shall keep records of the meetings and conference calls of the Association, Board of Directors and Executive Committee.
- E. The Treasurer shall maintain records of membership, income and disbursement; make payments as authorized by the Chair of the Board of Directors; provide financial reports to the Association and the Board of Directors; and prepare an annual budget for approval by the Board.
- F. Under the direction of the Board of Directors, the President & Chief Executive Officer is responsible for the day-to-day management of the association, supervision of staff, and directs the association's Executive Office within the budget and policies established by the Board of Directors. Serves as ex-officio member of the Board of Directors and all other committees.

Section 4. Term of Office:

- A. The Chair of the Board of Directors, Chair-Elect, and Chair Emeritus shall serve for one year in each office and shall not be eligible to serve a second consecutive term in the same office.
- B. The Secretary and Treasurer shall serve for two years and shall be eligible to serve two consecutive terms in the same office.
- C. The terms of the Secretary and Treasurer shall alternate, with the Secretary elected on even numbered years and the Treasurer elected on odd numbered years.

Section 5. Vacancies of Officers:

- A. In the event of a vacancy in the office of Chair of the Board of Directors, it shall be the duty of the Chair-Elect to assume the Chair of the Board of Directors fulfilling the remainder of the unexpired term.
- B. If the vacancy in the office of Chair of the Board of Directors occurs during the Chair-Elect's term, and he or she assumes the office of Chair of the Board of Directors, he or she shall also assume the office of the Chair of the Board of Directors on the day following the next election, fulfilling the term of that office.
- C. In the event of a vacancy in the office of Chair-Elect, Secretary or Treasurer, the office shall remain vacant until the next election or the Chair of the Board of Directors may appoint, with Board approval, a successor to fill the unexpired term. The offices of Chair-Elect, Secretary or Treasurer so filled, shall be filled by vote of the voting membership in the next election.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Powers and Duties:

- A. The management of the Association shall be vested in the Board of Directors (referred to herein as the “Board”). The officers of the Association shall comprise an Executive Committee, responsible for implementing the policies and decisions of the Board and disseminating information among the membership of the Association.
- B. The Board shall have the authority to establish a National Office for the Association and hire such staff as determined necessary to manage the affairs of the Association. The President & CEO is responsible to and functions under the Board of Directors. Staff shall be responsible to and function under the direction of the President & CEO of the Association.
- C. Board members shall adhere to the NWA Board Member Code of Ethics.

Section 2. Composition:

The Board of Directors shall comprise the following:

- A. The six officers of the Association.
- B. One State Agency Director representative from each of the seven regions elected or otherwise identified by the region for two-year terms. One half plus one of the representatives shall be elected in alternating years, as defined in the Section’s Operational Procedures.
- C. One State Agency Nutrition Services representative from each of the seven regions elected or otherwise identified by the region for two-year terms. One half plus one of the representatives shall be elected in alternating years, as defined in the Section’s Operational Procedures.
- D. One Local Agency representative from each of the seven regions elected or otherwise identified by the region for two-year terms. One half plus one of the representatives shall be elected in alternating years, as defined in the Section’s Operational Procedures.
- E. One representative elected or otherwise selected by the Native American State Agencies for a two-year term.
- F. The Association’s President & CEO shall serve as an ex officio member without a vote.
- G. No more than one State Agency Section, Nutrition Services Section, or Local Agency Section representative from the same geographic state, trust, commonwealth, district, territory or Indian & Native American tribal organization

shall serve on the Board at the same time, whenever possible, with the exception of overlapping terms. Consent from all states within a region is necessary to approve one state representing multiple Sections.

Section 3. Term Limits:

Other than the Chair of the Board of Directors, Chair-Elect and Chair Emeritus, Board members may serve up to two consecutive terms in the same position, unless otherwise specified under these bylaws.

Section 4. Meetings:

The Board shall meet in conjunction with meetings of the membership or at the call of the Chair of the Board of Directors or any seven (7) members of the Board or any twenty-seven (27) voting members of the Association. Meetings of the Board are open to the membership.

Section 5. Quorum:

A majority of the members of the Board of Directors shall constitute a quorum.

Section 6. Alternates:

- A. The six officers of the Association are not eligible to have alternate representation on the Board.
- B. If a Regional Board member is unable to attend a meeting, the member's alternate, as provided for in Article X, Section 2 shall attend in the member's place.
- C. If a Native American Board member is unable to attend a meeting, the member's alternate, as provided for in Article XI shall attend in the member's place.
- D. Notification about the alternate shall be presented to the Secretary prior to or at the time of the meeting.
- E. In the event that a Board member, other than an officer as defined in Article VIII, is unable to complete his or her term, the alternate shall complete the remainder of the unexpired term.
- F. The duly designated alternate shall have all of the authority of the Board member.

Section 7. Removal:

- A. The following shall be reason for removal of a member or officer from the Board:
 - 1. Failure to attend two consecutive meetings of the Board of Directors.

2. Failure to participate in three regularly scheduled Board of Directors conference calls within a six-month period.
- B. The Board of Directors may make a determination whether extenuating circumstances precluded such attendance or participation.
- C. Attendance or participation by an alternate shall suffice to meet the requirements of this Section.

Section 8. Vacancies:

- A. In the event that a Board member, other than an officer as defined in Article VII, is unable to complete his or her term, the alternate shall complete the remainder of the unexpired term in accordance with Article VIII, Section 6, and a new alternate shall be selected in accordance with Article X, Section 2 or Article XI.
- B. The alternate coming in during the first year of the term would complete that term and could serve one additional two-year term. If the alternate assumes the term during the second year of the term, the alternate would complete that term and could serve up to two additional two-year terms.

ARTICLE IX – STANDING COMMITTEES, COMMITTEES, AND TASK FORCES

Section 1. Composition of Standing Committees, Committees, and Task Forces:

Members of standing committees, committees and task forces shall be members of one of the three sections of the Association as described in Article IV, Section 1, A, B, and C and current in their dues. Unless specified otherwise in Sections 3 and 4 of this Article, the Chair of the Board of Directors shall appoint the Chair and members of each standing committee, committee and task force, with representation to include one representative from each Section, one ITO representative, three at-large members with expertise relevant to the job description and mission of the particular standing committee, committee or task force, one board liaison and a Chair. Geographic regional representation will be considered in formulating a standing committee or task force composition.

Section 2. Board Liaisons to Standing Committees, Committees, and Task Forces

The Chair of the Board of Directors shall appoint a member of the Board to serve as a Board Liaison to a standing committee, committee, or task force.

Section 3. Standing Committees:

Standing committees are those committees that develop governance at the direction of the Board of Directors.

There shall be the following standing committees:

- A. Bylaws. The committee shall, for consideration by the Board, periodically review the bylaws and make recommendations to the Board for changes and shall review proposed operating policies developed by sections. The Bylaws Committee shall be comprised of one representative from each Section, one Native American State Agency representative, a board liaison who may be the President & Chief Executive Officer and a Chair.
- B. Nominating. The committee shall be chaired by the Chair Emeritus. The committee shall consist of four additional members: a geographic State Agency Director, a Local Agency Section member, a State Agency Nutrition Services Section member and a Native American State Agency representative. These members shall be elected by the membership each year. The nominating committee shall nominate candidates for the offices of Chair-Elect, Treasurer, Secretary and the following year's Nominating Committee. The committee shall assure that at least two regions are represented for each office being nominated. In the event that a member of the committee is unable to complete a term of office, the Chair of the Board of Directors may, with Board approval, appoint a replacement rather than calling for a special election.

Section 4. Committees of the Association:

Committees address broad policy issues to further the long term mission of the Association at the direction of the Board.

Section 5. Board Committees:

To meet the needs of the Association, the Chair of the Board of Directors may constitute and appoint the chair and membership to Board committees. Members of Board committees shall be members of the Board and shall serve at the discretion of the Chair of the Board of Directors.

Section 6. Task Forces:

Task Forces may be created to carry out the work of the Association at the direction of the Board to address specific short-term goals or initiatives.

Section 7. Meetings:

It shall be the responsibility of the Chairs of a standing committee, committee, or task force to schedule meetings and plan the work of the committee or task force.

Section 8. Term of Office and Term Limits:

Chairs and members of standing committees, committees, and task forces with the exception of the Nominating Committee shall be appointed by and at the discretion of the Chair of the Board of Directors for a two-year term and may serve for two consecutive terms, or the life of the committee or task force, whichever is less, unless the length of service is determined otherwise through their office. When deemed in the best interest of the Association, members and chairs of

standing committees, committees and task forces may be reappointed at the discretion of the Chair of the Board of Directors.

Section 8. Quorum:

A majority of the members of any standing committee, committee, or task force shall constitute a quorum.

ARTICLE X – REGIONS

Section 1. Number and Designation:

There shall be the following regions that shall correspond to the seven federal regions:

- A. Northeast Region
- B. Mid-Atlantic Region
- C. Midwest Region
- D. Mountain Plains Region
- E. Southeast Region
- F. Southwest Region
- G. Western Region

Section 2. Representation:

Each region in each of the three membership Sections shall elect or otherwise identify, by a method acceptable to members in that region, a representative for each region from their membership to serve on the Board of Directors and a representative to serve as an alternate, in accordance with Article VIII, Section 6.

ARTICLE XI – NATIVE AMERICAN STATE AGENCIES

The Native American State Agencies served by the WIC Program shall elect or otherwise select one (1) representative and one (1) alternate to serve on the Board of Directors in accordance with the provisions of Article VIII, Sections 2.E and 6.C.

ARTICLE XII – ELECTIONS

Elections shall be conducted by mail ballot or at annual meetings, provided they take place within the first five months of each calendar year, in accordance with procedures established by the Association or, if there are none, by the parliamentary authority.

ARTICLE XIII – FISCAL YEAR

The fiscal year of the Association shall be January 1 to December 31.

ARTICLE XIV – RESTRICTIONS

Irrespective of the powers, duties and authorizations otherwise contained in these bylaws, no officer or member of the Board of Directors shall have the authority to obligate the Association beyond the approved limits.

ARTICLE XV – INDEMNIFICATION

Any person made a party to any action, suit or proceeding by reason of the fact that she or he, her or his testator or intestate, is or was an officer, member of the Board of Directors or employee of this Association, or of any corporation that she or he served as such at the request of this Association, or of which this Association is a creditor, shall be indemnified by the Association against any such action, suit or proceeding, civil or criminal, or in connection with any such appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, that such officer or member of the Board did not in good faith in performance of her or his duties and, in addition, in criminal actions or proceedings has no reasonable cause to believe that her or his conduct was unlawful. Such right or indemnification shall not be deemed exclusive of any other rights to which such officer or member of the Board be entitled by law and shall not be construed as any limitation on the authority of the Board to advance Association funds for such reasonable expenses, including attorney fees.

ARTICLE XVI – PARLIAMENTARY PROCEDURES

For procedures not covered in these bylaws or rules of the Association, *Robert's Rules of Order*, newly revised, current edition, shall be the authority.

ARTICLE XVII – AMENDMENTS

When determined necessary, the Board shall propose changes to the bylaws that may be voted on through the process of a mail ballot using regular US Postal Service mail or electronic mail or through a meeting of the membership, provided this notice is mailed to the voting members 30 days in advance of the vote. Amendments to the bylaws become effective upon passage by two thirds of the active members voting.

ARTICLE XVIII – DISSOLUTION

In the event of the dissolution of the Association, distribution of any remaining assets shall be transferred only to an organization having like charitable, scientific, literary and educational purposes as are permitted by Section 501(c)(3) of the Internal Revenue Code of the United States, as pursuant to the instructions of the Articles of Incorporation under the laws of the District of Columbia.

Theresa Landau
Chair of the Board of Directors

Diana Hoek
Secretary