



BY-LAWS

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: _____, 20____

_____ Dated: _____, 20____

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 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, or paying salaries to officers or employees of the Corporation.

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.

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 employees 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 but must be a working manager of a Child and Adult Care Food Program (CACFP) sponsor that is a paid up voting member of The National CACFP Sponsors 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.

Any Director may resign at any time by giving written notice to the President 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.

Section 4. Annual Meeting of Directors. The annual meeting 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 5. Regular Meetings of Directors. At least three (3) regular meetings will be held each year at a time and place determined by the Board of Directors. Board members must attend at least two of three meetings. Incoming Directors, if any, will be briefed as to their duties and responsibilities. The Board President shall preside at all meetings of the Board of Directors. In the absence of the President, the Vice President shall

assume the duties of the President. In the absence of the President and Vice President, the Treasurer shall assume the duties of the President, followed by the Secretary.

Section 6. Special Meetings of Directors. Special meetings of the Board of Directors may be called by the Board President or by any two (2) Directors.

Section 7. 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 be determined by the Board of Directors and specified in the notice of the meeting.

Section 8. 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 9. 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 10. 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 two (2) of three (3) regularly scheduled meetings may be removed.

Section 11. Committees. 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 President may appoint committee chairs. Each committee shall submit a report at board meetings when appropriate. Committees serve for one fiscal year period.

Section 12. Nominating Committee. The President 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 Meeting.

Section 13. Compensation. No director or officer shall for reason of his office be entitled to receive any salary or compensation.

Section 14. 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.

ARTICLE IV

Notices and Waivers

Section 1. Annual Meeting of Directors. Notice of each annual meeting of Directors shall be given not less than ten days prior thereto to each Director by delivering written notice (including fax or email) thereof to such Director.

Section 2. Regular Meetings of Directors. A notice of regular meetings shall be required. If a regular meeting of Directors is not held as herein provided for, then such meeting may be held at such time and place as shall be specified by written notice served in the manner prescribed for the notice of a special meeting of Directors.

Section 3. Special Meetings of Directors. Notice of such special meetings of Directors shall be given not less than fifteen (15) days prior thereto to each Director by delivering written notice thereof to such Director personally, or by verbal communication to such Director personally, or by mailing such written notice to such Director at her or his address as shown on the books of the Corporation.

Section 4. Time of Notice. Any notice given by personal delivery or personal telephone communication shall be deemed given at the time of such personal delivery, or personal verbal communication. Any notice by mail shall be deemed given at the time the same is postmarked in the mail.

Section 5. Contents of Notice. The notice required for any meeting of Directors shall state the place, date, and hour thereof. Neither the business to be transacted at, nor the purpose of, any meeting of Directors need be specified in the notice of the meeting except as may be otherwise provided for by law.

Section 6. 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 President, Vice- President, Secretary, and Treasurer, and such other officers as the Directors may deem necessary who shall each be elected by the Board of Directors at a time and place designated by the Board of Directors. One person may hold more than one office at a time but may not simultaneously be both President and Secretary or President and Vice- President. The President, Vice-President, Secretary, and Treasurer shall be known as the Executive Committee.

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 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. Officers shall assume their duties on October 1 and expire on September 30 for any elected period.

Section 2. President. The President 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.

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

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 President, 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.

Section 5. Treasurer. The Treasurer shall have custody of all Corporate Funds and monies and deposit the same in a bank to be designated by the Directors, in the Corporation's name. She/he shall disburse the funds of the Corporation as ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all her/his transactions as Treasurer and of the financial condition of the Corporation.

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 President or the Board of Directors.

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.

ARTICLE VI

Execution of Instruments

Section 1. Execution of Instruments. The President and the Vice-President, 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 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 Director

Section 7. Adoption of By-Laws. As Secretary of 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