

BYLAWS OF THE ALACHUA COUNTY NUTRITION ALLIANCE

ARTICLE I NAME

The name of this unincorporated association is the Alachua County Nutrition Alliance (hereinafter the "Alliance").

ARTICLE II MISSION STATEMENT AND PURPOSES

Section 1. Mission Statement

The mission of the Alachua County Nutrition Alliance is to reduce hunger in Alachua County by developing and coordinating community-wide strategies to assist and empower individuals and families who are food insecure.

Section 2. Purposes

The purposes of the Alliance shall be:

- A. To promote community efforts to prevent hunger, food insecurity and malnutrition in Alachua County, Florida;
- B. To establish a formal alliance of Alachua County local governments and state government agencies, organizations, agencies, institutions, and individuals, that desire to share responsibilities for assuring the availability of nutrition programs and related support services and facilities to assist those who are food insecure in Alachua County;
- C. To facilitate the provision of nutrition programs and related support services and facilities to assist those who are food insecure in Alachua County in a dignified way;
- D. To promote and support community efforts to establish and maintain programs and facilities to accomplish the above purposes;
- E. To collect and disseminate information with respect to programs and related support services and facilities to assist those who are food insecure in Alachua County;
- F. To coordinate Alliance activities in support of implementation of the Gainesville-Alachua County Hunger Abatement Plan recommendations that pertain to local activities and services; and
- G. To support efforts to secure funding to accomplish the above six purposes.

ARTICLE III MEMBERSHIP

Alliance membership is open to all persons and organizations that support the Mission Statement and meet any membership requirements adopted by the Board of Directors.

**ARTICLE IV
MEMBERSHIP MEETINGS**

Section 1. Annual Meetings

The Alliance's membership will have an annual meeting in September. The purpose of the annual meeting will be to:

- A. Elect the Alliance's Board of Directors;
- B. Receive the Chairperson's state of the Alliance report;
- C. Recognize members for outstanding Alliance service;
- D. Readopt the Mission Statement;
- E. Approve an annual work plan; and,
- F. Act upon those matters stated in the notice of meeting.

Section 2. Regular or Special Membership Meetings

Regular membership meetings shall be held on a monthly basis, and special membership meetings shall be called or set anytime upon a:

- A. Majority vote of the directors present and voting at a Board of Directors meeting;
- B. Majority vote of the membership present and voting at a membership meeting; or,
- C. Petition signed by at least ten members presented to the Chairperson.

Section 3. Quorum

The presence of no less than one half plus one of the Alliance's members will constitute a quorum and will be necessary to conduct the Alliance's business.

Section 4. Notice

Notice of any membership meeting must be provided at least seven calendar days before the meeting to all members at their postal or electronic mailing addresses as they appear on the Secretary-Treasurer's membership roll. The notice must contain a description of the business to be transacted in such meeting as known to the persons calling the meeting at the time the notice is sent to the membership.

Section 5. Voting

- A. Those Entitled to Vote. All members in attendance at a membership meeting are entitled to cast one vote. However, the member chairing the meeting can only vote on non-election matters to break a tie vote.
- B. Proxy Voting. Proxy voting is not allowed.
- C. Manner of Voting. All votes shall be by voice vote except for the election of officers and directors which shall be by secret ballot.
- D. Under special circumstances, other rules may be adopted by a majority vote of those members in attendance at a membership meeting.

Section 6. Parliamentary Authority

With the exception of rules and procedures specifically provided for in the bylaws, membership meetings shall be conducted pursuant to Robert's Rules of Order (Revised).

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. Purpose

The Board of Directors (hereinafter the “Board”) is charged with establishing Alliance policy, managing the Alliance’s affairs and budget and acting in the Alliance’s name.

Section 2. Membership

The Board’s Membership shall be comprised of three officers (the Chairperson, Vice-Chairperson and Secretary-Treasurer) and six directors. At least one Board member shall have been a consumer of nutrition assistance within the past two years. Among the six directors, one board member will be a City of Gainesville Commissioner and one Board member will be an Alachua County Commissioner or a designee of said commissions. City or County commissioners or designees on the Board may not serve as Chair, Vice-Chair or Secretary/Treasurer. Board members serve one-year terms.

Section 3. Elections

- A. Slating Committee. Every July, the Chairperson will appoint a Slating Committee of five Alliance members. The Slating Committee shall solicit member nominations for the Board of Directors. The Committee shall select a slate of Board members from the current membership of the Alliance.
- B. Electing the Board. When the Slating Committee presents the slate at the annual membership meeting in September, the meeting chairperson shall ask the membership for additional nominations. If additional nominations are made, individual secret ballot elections shall be held for each Board position. If no additional nominations are made, the entire slate may be adopted by a majority vote.
- C. Election of First Board of Directors. At the first membership meeting following the approval of these bylaws, the members will elect the first Board of Directors who will hold office until the election of the next Board at the annual membership meeting in September 2010.

Section 4. Meetings

- A. Frequency. The Board will meet at least once a quarter and as necessary at a time and place determined by the Chairperson.
- B. Notice. The Chairperson must notify Board members of meetings at least seven calendar days in advance.
- C. Quorum. The presence of a simple majority of Board members holding office at that time constitutes a quorum and is necessary to conduct the Board’s business.
- D. Voting. Motions are adopted by a majority vote of Board members present and voting. All votes shall be voice votes and proxy voting is not allowed.
- E. Parliamentary Authority. The Board may make such rules governing its meetings as it finds necessary. In the absence of bylaws or specifically adopted rules, Board meetings shall be governed by Robert’s Rules of Order (Revised).

Section 5. Removal of Directors

- A. Removal by Membership. Any member of the Board of Directors may be removed from office by a majority vote at a membership meeting.
- B. Automatic Removal. A Board member automatically resigns from Board membership upon missing three consecutive Board meetings.

Section 6. Board of Director Vacancies

If the Chairperson resigns or is removed from office, the Vice-Chairperson assumes the office of Chairperson for the remainder of the Chairperson's term. All other Board vacancies shall be filled by a special election held at the first membership meeting following the occurrence of a Board vacancy.

**ARTICLE VI
OFFICERS**

Section 1. Chairperson

The Chairperson is the Alliance's elected leader and spokesperson and has the general powers typically vested in the Chairperson of a volunteer organization. The Chairperson's duties and authority include but are not limited to:

- A. Chairing all membership and Board meetings;
- B. Creating ad hoc work groups and appointing chairpersons to any ad hoc or standing work groups;
- C. Serving as a member of any work group; and,
- D. Establishing all membership and Board meeting agendas.

Section 2. Vice-Chairperson

The Vice-Chairperson serves as acting Chairperson in the Chairperson's absence and will assume the Chairpersonship upon the Chairperson's resignation or removal from office.

Section 3. Secretary-Treasurer

The Secretary-Treasurer's duties include but are not limited to:

- A. Giving timely notice of membership and Board meetings;
- B. Maintaining an accurate membership name and address roll;
- C. Keeping the Alliance's minutes and records;
- D. Sending and receiving the Alliance's communications;
- E. Collecting and depositing Alliance funds;
- F. Approving and handling all expenditures;
- G. Signing checks and paying bills; and,
- H. Presenting financial reports at every Board meeting.

Section 4. Member-at-Large

The duties of at-large Board members are to become involved in at least one work group of the Alliance and encourage other members to participate and, as part of the Board, to decide policy matters which follow the goals set forth in the Mission Statement.

**ARTICLE VII
WORK GROUPS**

Section 1. Permanent Work Groups

- A. Definition. Permanent Work Groups have an anticipated continuous existence exceeding one year.

- B. Creation. Permanent Work Groups must be formally created by a vote of the Alliance membership, which states the work group's purpose and authority.
- C. Membership. Membership on a permanent Work Group is open to any member of the Alliance.

Section 2. Ad Hoc Work Groups

- A. Definition. Ad hoc Work Groups are created to serve a particular purpose for a period of time not to exceed one year.
- B. Creation. Ad hoc Work Groups may be established by the Chairperson, the Board, or the Membership.
- C. Membership. Membership on any Ad Hoc Work Group is open to any member of the Alliance.

**ARTICLE VIII
BYLAWS AND PARLIAMENTARY PROCEDURES**

Section 1. Bylaws

- A. Adoption. These bylaws may be adopted by a majority vote of those persons present at a membership meeting provided that at least ten (10) persons are present and that all persons were provided a copy of the proposed bylaws seven calendar days prior to the meeting where adoption of the bylaws is moved.
- B. Amendment. Within one year of adoption of the bylaws, the bylaws may be amended by a majority vote of members present and voting at a membership meeting where a quorum is present. After the first year, the bylaws may be amended by a two-thirds vote of members present and voting at an annual meeting where a quorum is present.

Section 2. Parliamentary Procedures

Robert's Rules of Order (Revised) shall be the parliamentary authority for procedures not specifically covered by these bylaws.

(Final 9/21/09)