ASNNA Bylaws

Approved by the Membership: September 1, 2026

Article I. Name:

The legal name of the corporation is Association of SNAP Nutrition Education Administrators (ASNNA). The Association may operate and conduct business under the name "ASNNA," subject to any required fictitious name registration under applicable law. ASNNA may use the descriptive byline "Supporting Community Nutrition and Physical Activity Professionals" in its communications and branding.

Article II. Purpose and Powers

A. Mission

The Mission of ASNNA is:

> To support the national community nutrition and physical activity workforce and provide a strong national voice to improve the health and well-being of communities.

B. Vision

The Vision of ASNNA is:

> A powerful voice advancing a strong, innovative, and connected nutrition and physical activity workforce so communities can thrive.

C. Purpose

The purpose of ASNNA is to:

- Strengthen and support professionals and organizations working to improve nutrition, physical activity, and community health.
- Foster connection, collaboration, learning, and the exchange of information and resources among members and partners.
- Advance evidence-informed approaches that improve nutrition, health, and well-being in communities.
- Build partnerships and strengthen the collective capacity of the community nutrition and physical activity workforce.
- Provide a national voice and support policies and systems that advance the mission of ASNNA.

D. Corporate Purpose

ASNNA is a nonprofit association and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. Powers

ASNNA shall have all powers permitted to a nonprofit association under applicable law that are necessary or appropriate to carry out its purposes, subject to the limitations set forth in these Bylaws, its Articles of Incorporation, and applicable law.

F. Nonprofit Status and Exempt Activities Limitation

1. Nonprofit Legal Status. Association of SNAP Nutrition Education Administrators (ASNNA), hereafter referred to as "the Association," is a Virginia nonprofit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
2. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, member, or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Association shall inure to the benefit or be distributable to any Director, officer, member, or other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Article III. Membership

A. Membership is open to individuals and organizations engaged in nutrition education, food security, physical activity, food systems, and related fields.

B. Categories may include:

   1. Individual Members: Individuals who support the mission of ASNNA and are working in, connected to, or have a professional interest in community nutrition, physical activity, food security, food systems, public health, health promotion, Cooperative Extension, WIC, SNAP-Ed, EFNEP, healthcare, academia, nonprofit organizations, tribal organizations, government agencies, research, consulting, or related fields.
   2. Institutional Members: Institutional Membership is available to agencies, institutions, nonprofits, universities, healthcare organizations, tribal organizations, and other mission-aligned organizations that wish to provide ASNNA membership for their employees. Institutions may purchase memberships for one or more employees in accordance with policies established by the Board of Directors.

C. Member privileges may include access to member communications, participation in committees, professional development opportunities, voting rights as provided in these Bylaws, and member-only discounts.

D. Membership may be suspended or terminated for failure to pay required dues; material violation of these Bylaws or adopted Association policies; fraud or intentional misrepresentation in connection with Association membership or activities; misuse of Association funds, property, name, confidential information, or other resources; conduct that materially disrupts the operations of the Association or substantially harms the Association; or conduct that jeopardizes the Association's legal or tax-exempt status.

   Except for membership that lapses due to nonpayment of dues, a member shall receive written notice of the proposed suspension or termination and the reason for the proposed action and shall be provided a reasonable opportunity to respond. Suspension or termination shall require approval by the Board of Directors. The affected member shall not participate in or vote on the decision if the member also serves on the Board.

E. Membership shall be for a one-year term, unless otherwise established by the Board of Directors. The membership year shall be from October 1 - September 30.

Article IV: Voting Members

A. Voting Eligibility
All individual members in good standing, including individuals participating through an institutional membership, shall be eligible to vote on matters submitted to the membership in accordance with these Bylaws.

B. Voting Rights
Each eligible voting member shall have one vote. Institutional membership does not itself confer voting rights or additional votes upon the institution. Individuals participating through an institutional membership shall exercise voting rights in their individual capacity, and no individual or institution may cast a vote on behalf of another voting member.

C. Matters Requiring Membership Approval
Eligible voting members shall have the right to vote on:

1. Election of Directors as provided in these Bylaws;
2. Amendments to these Bylaws;
3. Dissolution of the Association; and
4. Any other matter for which membership approval is required by applicable law, the Articles of Incorporation, or these Bylaws.

D. Board Authority
Except for matters expressly reserved to the membership by applicable law, the Articles of Incorporation, or

these Bylaws, the Board of Directors shall have authority to govern and manage the affairs of the Association.

E. Voting Procedures

1. Membership voting may be conducted in person, electronically, or through a combination of both methods. Attendance at a membership meeting shall not be required in order for an eligible voting member to vote.
2. All eligible voting members shall be provided access to an electronic ballot. When a vote is held in connection with a membership meeting, eligible members may cast their vote during the meeting or electronically during the established voting period.
3. Notice of a membership vote shall be provided to all eligible voting members and shall state the matter to be voted upon, the date and time voting will open and close, the method or methods available for casting a vote, and the approval threshold.
4. The electronic voting period shall remain open for at least seven (7) calendar days, unless a longer period is required elsewhere in these Bylaws or by applicable law.
5. Each eligible voting member may cast only one vote on each matter, regardless of the method used. The Association shall verify voter eligibility and prevent duplicate voting between in-person and electronic ballots.
6. Unless otherwise required by these Bylaws, the Articles of Incorporation, or applicable law, a matter submitted to the membership shall be approved by a majority of the votes cast by eligible voting members.
7. Abstentions shall not be counted as votes cast in determining the outcome of a vote.

F. Voting Eligibility Date

Eligibility to vote shall be determined as of a date established by the Board of Directors prior to the vote.

Article V. Dues:

A. Annual membership dues shall be fixed from time to time by the Board of Directors.

B. Payment. Membership dues shall be payable according to the schedule established by the Board of Directors.

C. Members whose dues are current shall be considered members in good standing and shall be entitled to the rights and privileges associated with their membership category.

D. Membership may lapse if dues are not paid within the timeframe established by the Board of Directors. Procedures for renewal, reinstatement, and grace periods shall be established by Board policy.

Article VI. Board of Directors

A. The Board of Directors shall serve as the governing body of ASNNA and shall be responsible for the strategic direction, governance, fiduciary oversight, and affairs of the Association.

All individuals serving on the Board of Directors shall be Directors of the Association and shall have the rights and responsibilities of Directors under these Bylaws and applicable law.

The Board of Directors shall include the following positions:

- President

- President-Elect
- Immediate Past President
- Treasurer
- Secretary
- Directors-at-Large

The officers of the Association shall be the President, President-Elect, Treasurer, and Secretary. Individuals serving in these officer positions shall also serve as Directors and voting members of the Board.

The Immediate Past President and Directors-at-Large shall serve as Directors and voting members of the Board but shall not be officers of the Association unless separately appointed or elected to an officer position.

The number of Directors-at-Large shall be determined from time to time by the Board of Directors based on the needs of the Association, provided that there shall be no fewer than three (3) Directors-at-Large.

B. Board Roles and Responsibilities

All members of the Board of Directors, including the President, President-Elect, Immediate Past President, Treasurer, Secretary, and Directors-at-Large, shall be voting members of the Board and shall have one vote on matters before the Board.

Directors shall serve on a volunteer basis and shall not receive compensation for service on the Board of Directors. Directors may be reimbursed for reasonable and necessary expenses incurred in carrying out their duties on behalf of the Association, in accordance with policies and procedures established by the Board of Directors.

Directors and officers shall disclose any actual or potential conflict of interest involving a matter before the Board. A Director or officer with a financial or personal interest in a proposed transaction or decision shall disclose the interest and shall not participate in or vote on the matter, except to provide information when requested by the Board.

Any transaction involving a Director, officer, or other related party shall be approved only by disinterested Directors who determine that the transaction is fair, reasonable, and in the best interests of the Association. The disclosure and the Board's decision shall be documented in the meeting minutes.

The Board shall adopt and maintain a Conflict of Interest Policy establishing additional procedures for identifying, reviewing, and documenting conflicts of interest and related-party transactions.

All Directors shall act in the best interests of ASNNA, fulfill the fiduciary responsibilities of Board service, actively participate in Board meetings and decision-making, comply with applicable conflict-of-interest and governance policies, and support the mission of the Association.

1. President
    - Provide leadership to the Board of Directors and the Association.
    - Preside over meetings of the Board of Directors and membership.
    - Work with the Board to establish and advance the Association's strategic priorities.

- Support implementation of Board decisions.
- Serve as a primary representative of the Association when appropriate.
- Provide oversight and direction to any staff, contractors, Association Management Company, Executive Director, or other administrative support retained by the Association, in coordination with the Board.
- Perform other duties as assigned by the Board of Directors.

The President shall serve following completion of the President-Elect term and shall automatically succeed to the position of Immediate Past President at the conclusion of the President's term.

2. President-Elect
    - Support the President in carrying out the responsibilities of the Association.
    - Perform the duties of the President when the President is unavailable.
    - Participate in organizational planning and leadership development.
    - Become familiar with the responsibilities and operations of the Association in preparation for assuming the role of President.
    - Perform other duties as assigned by the Board of Directors.

   The President-Elect shall automatically succeed to the position of President at the conclusion of the President-Elect's term.

3. Immediate Past President
    - Support continuity of leadership and organizational knowledge.
    - Provide historical and organizational perspective to the Board.
    - Support Board recruitment, leadership succession, nominations, and governance activities.
    - Assist the President and President-Elect during leadership transitions.
    - Perform other duties as assigned by the Board of Directors.

   The Immediate Past President shall serve as a voting member of the Board and shall complete the final year of the three-year leadership progression that began with election to the position of President-Elect.

4. Treasurer
    - Provide oversight of the Association's financial affairs.
    - Work with staff, contractors, financial service providers, or other individuals responsible for the day-to-day financial management of the Association.
    - Provide or ensure regular financial reports are provided to the Board of Directors.
    - Support development and monitoring of the Association's annual budget.
    - Assist the Board in maintaining appropriate financial controls, policies, and procedures.
    - Monitor the Association's financial position and provide information necessary to support Board decision-making.
    - Perform other financial oversight duties as assigned by the Board of Directors.

   Administrative and bookkeeping responsibilities may be delegated to staff, contractors, or other service providers; however, the Treasurer shall retain oversight responsibility on behalf of the Board.

5. Secretary
    - Oversee the maintenance of accurate records of meetings of the Board of Directors and membership.
    - Ensure official Board actions and decisions are appropriately documented.
    - Support the maintenance of corporate and governance records.
    - Ensure required notices are provided in accordance with these Bylaws.
    - Perform other duties as assigned by the Board of Directors.

- Certify and date the official copy of the Bylaws following their adoption and following the approval of any amendments.

Administrative responsibilities associated with these duties may be delegated to staff or contractors; however, the Secretary shall retain oversight responsibility on behalf of the Board.

6. Directors-at-Large
    - Participate in Board governance, strategic planning, and decision-making.
    - Represent the broader interests and perspectives of the Association's membership.
    - Support implementation of the Association's strategic priorities.
    - Provide leadership to and serve as Chair of a committee, community of practice, or other organizational priority as assigned by the Board of Directors.
    - Ensure communication and coordination between their assigned committee, community of practice, or organizational priority and the Board of Directors.
    - Perform other duties as assigned by the Board of Directors.

A Director-at-Large may serve with a co-chair or other volunteer leader appointed or approved by the Board to assist in leading the assigned committee, community of practice, or organizational priority. The Director-at-Large shall remain responsible for ensuring coordination and communication between the group and the Board. Additional committee co-chairs or volunteer leaders do not become members of the Board of Directors and do not receive Board voting rights solely as a result of serving in those roles.

C. Board Eligibility

Candidates for the Board of Directors shall be members in good standing, demonstrate relevant professional, organizational, or leadership experience, demonstrate a commitment to the mission of ASNNA, and meet any additional qualifications established by Board policy. In selecting candidates, the Association shall strive to maintain a Board that reflects a range of professional expertise, organizational affiliations, geographic representation, and perspectives across fields related to ASNNA's mission.

D. Election of Board of Directors

1. The Governance and Nominating Committee shall oversee Board recruitment and the nomination process.
2. A slate of qualified candidates shall be presented to the voting membership.
3. Directors shall be elected in accordance with election procedures established by these Bylaws and Board policy. Unless otherwise provided, election shall require a majority of votes cast.
4. Voting may occur electronically, in person, or by other methods approved by the Board.
5. In the event of a tie that affects the outcome of an election, a runoff election shall be conducted among the candidates receiving the tied number of votes. The Board of Directors may establish additional procedures for resolving an unresolved tie through Board policy.

E. Terms of Office

1. President Leadership Progression. The President-Elect shall serve a three-year leadership progression consisting of one year as President-Elect, one year as President, and one year as Immediate Past President. The President-Elect shall automatically succeed to President and then to Immediate Past President without an additional election.
2. Treasurer, Secretary, and Directors-at-Large. The Treasurer, Secretary, and Directors-at-Large shall serve two-year terms.
3. Beginning and End of Terms. All terms of office shall begin on October 1 and end on September 30 of the year in which the term expires.

4. Staggered Terms. Terms of the Treasurer, Secretary, and Directors-at-Large shall be staggered whenever practicable to promote continuity of leadership. The Board of Directors may establish initial or adjusted terms as necessary to create or maintain staggered terms.
5. Consecutive Terms. The Treasurer, Secretary, and Directors-at-Large may serve no more than two consecutive full terms in the same position. After at least one year out of that position, an individual may again be eligible for election to that position.
6. Unexpired Terms. If a Director leaves office before completing their term, a Director appointed to fill the vacancy shall serve for the remainder of the original Director's term. Time served to complete another Director's unexpired term shall not count as a full term for purposes of the consecutive-term limitation.

F. Resignation and Removal

1. Any officer or Director-at-Large who is unable or unwilling to fulfill the responsibilities of their position may resign or be removed from office.
2. Resignation shall be submitted in writing to the Secretary and shall become effective on the date specified in the resignation or, if no date is specified, upon receipt.
3. A Board member may be removed from office for failure to fulfill the responsibilities of the position, repeated failure to participate in Board activities, misconduct, violation of the Association's conflict-of-interest or other governance policies, or actions materially inconsistent with the mission or best interests of ASNNA.
4. Removal shall require the affirmative vote of a majority of the full Board of Directors at a meeting for which the Board has received advance notice that removal will be considered. The Board member whose removal is under consideration shall not vote on the matter. Voting on removal shall be conducted by secret ballot.
5. Removal from the Board of Directors shall not automatically terminate an individual's membership in ASNNA. Any suspension or termination of membership shall be considered separately in accordance with Article III and applicable Board policy.
6. Any vacancy resulting from resignation, removal, incapacity, or other reason may be filled in accordance with the vacancy provisions of these Bylaws.

G. Vacancies

1. Except as otherwise provided for a vacancy in the position of President, if a vacancy occurs before the expiration of a Board member's term, the Board of Directors may appoint a qualified member to serve for the remainder of the unexpired term or may conduct a special election.
2. If the President resigns or is unable to complete the term, the President-Elect shall assume the position of President for the remainder of the unexpired term and shall continue as President for the subsequent term for which the President-Elect would otherwise have succeeded to that position. The resulting vacancy in the position of President-Elect shall be filled in accordance with subsection 1 above.
3. A vacancy shall not prevent the remaining Directors from conducting the business of the Association, provided that a quorum remains.

H. Meetings and Decision-Making

1. The Board of Directors shall meet at least quarterly or as determined by the Board.
2. A majority of Directors shall constitute a quorum.
3. Except as otherwise provided in these Bylaws, actions of the Board shall require a majority vote of Directors present at a meeting where a quorum exists.
4. The Board shall strive to make decisions by consensus whenever practical.

I. Committees

1. The Board of Directors may establish standing committees, councils, communities of practice, task forces, advisory groups, or other bodies as necessary to carry out the mission of the Association.
2. The Board shall define the purpose, membership, authority, and reporting responsibilities of such groups through Board policy.
3. Governance and Nominating Committee. The Board of Directors shall establish a Governance and Nominating Committee. The Committee shall oversee Board recruitment, nominations, succession planning, governance policies, periodic review of the Bylaws, and other governance responsibilities as assigned by the Board.
4. The Governance and Nominating Committee shall recommend a slate of qualified candidates for election by the voting membership and may actively recruit additional qualified candidates when an insufficient number of nominations is received.

J. Administrative Support

Subject to the availability of sufficient funds and organizational resources, the Board of Directors may retain an Association Management Company, Executive Director, contractor, or other administrative support to assist in carrying out the operations of the Association. The Board of Directors shall establish the scope of responsibilities and authority for any retained management support through Board policy or contractual agreement. Individuals or organizations providing administrative support shall report to and serve under the direction of the Board of Directors.

K. Transition to Board of Directors

Upon adoption of these Bylaws, the existing Leadership Team may establish a transition period of up to one year to implement the governance structure described in this Article. During the transition period, current Leadership Team members and other qualified members may be appointed to interim Board positions to ensure continuity of leadership and operations. The Transition Task Force and/or Board shall develop a transition plan establishing interim roles, terms, recruitment, nominations, and the timeline for implementation of the regular election and term provisions of these Bylaws. At the conclusion of the transition period, all Board positions and terms shall be governed by the regular provisions of these Bylaws.

Article VII. Activities:

ASNNA may conduct conferences, educational events, meetings, webinars, advocacy activities, and other programs consistent with its mission.

Article VIII. Funding:

A. Revenue Sources. ASNNA may be supported by membership dues, conference and program revenue, grants, sponsorships, charitable contributions, contracts, and other lawful revenue sources consistent with its mission and tax-exempt status.

B. Financial Oversight. The Board of Directors shall have oversight of the financial affairs and resources of ASNNA, with the Treasurer providing primary Board-level financial oversight. The Board shall maintain appropriate financial controls and procedures to safeguard the Association's funds and assets and promote

responsible financial management. Financial management functions may be delegated to staff, contractors, or service providers as authorized by the Board; however, the Board shall retain ultimate fiduciary oversight of the Association's financial affairs.

C. Use of Funds and Restricted Contributions. Funds and assets of the Association shall be used in furtherance of ASNNA's mission and tax-exempt purposes. Contributions that are subject to legally enforceable donor restrictions shall be used in accordance with those restrictions. ASNNA reserves the right to decline any contribution, restriction, or designation that is inconsistent with the Association's mission, tax-exempt purposes, legal obligations, or best interests.

D. Operating and Reserve Funds. ASNNA will maintain and track operations and reserve funds separately.

E. Financial Reserves. The Board shall maintain financial reserves consistent with Board-approved financial policies.

F. Fiscal Year. The fiscal year of ASNNA shall be established from time to time by the Board of Directors.

Article IX. Amendments to the Bylaws:

A. Notice. The Board of Directors shall notify eligible voting members of proposed amendments or changes **no fewer than twenty-five (25) days and no more than sixty (60) days before voting begins** and shall provide an authorized method for voting.

B. Approval. Amendments to these Bylaws shall be approved by a majority of the votes cast by eligible voting members.

Article X. Dissolution:

A. Dissolution of the organization shall require approval by a two-thirds (2/3) vote of the Board of Directors and approval by two-thirds (2/3) of the votes cast by eligible voting members.

B. The Board of Directors will notify the membership at large a minimum of 30 days prior to any dissolution vote. The Board of Directors will make reasonable efforts to provide multiple voting channels, and only one vote per member will be counted.

C. A plan of dissolution will include a proposal for distribution of unspent funds and assets.

1. Distribution Upon Dissolution. Upon termination or dissolution of Association of SNAP Nutrition Education Administrators (ASNNA), any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving the association.
2. The organization to receive the assets of Association of SNAP Nutrition Education Administrators (ASNNA) hereunder shall be selected in the discretion of a majority of the managing body of the assocation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a Verified Petition in equity, or such other court of appropriate jurisdiction, filed in a court of proper jurisdiction against Association of SNAP

Nutrition Education Administrators (ASNNA), by one (1) or more of its managing body, which Verified Petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Virginia.

3. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to Association of SNAP Nutrition Education Administrators (ASNNA), then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Virginia to be added to the general fund.

D. Upon dissolution, the final President and Board of Directors shall have responsibility for ensuring that the organizational records and history of ASNNA are maintained for a period of no less than three years following the dissolution date.

Certified by: _____
Secretary
Date: _____