

CALIFORNIA WIC ASSOCIATION BYLAWS

Adopted: 1993

Revised: 2016

ARTICLE 1 – NAME

The name of this organization is the California WIC Association, CWA, 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) in California.

ARTICLE 2 – PURPOSE

The primary purposes of the Association shall be:

- A. To bring together all parties interested in the Special Supplemental Nutrition Program for Women, Infants and Children, hereinafter referred to as the “WIC Program”, in order to stimulate effective relationships and helpful cooperation and to provide peer support, orientation, training and/or assistance.
- B. To provide a forum for the exchange of knowledge and information among persons associated with this Association.
- C. To facilitate the administration of the WIC Program in the State of California by fostering communication between local WIC Programs, the California Department of Public Health and other state agencies.
- D. To foster understanding and facilitate interpretation of existing federal and state policies with respect to nutrition education and public health programs.
- E. To promote public and professional awareness of existing and proposed Federal and state legislation relating to the WIC Program and maternal and family health and nutrition.
- F. To educate policy makers on the value of WIC services in health outcomes for WIC families.
- G. To act as a resource to organizations that provide WIC services in the State of California.
- H. To promote the potential of the WIC Program as a platform for providing enhanced service for WIC families with additional funding when available

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ARTICLE 3 – MEMBERSHIP

Corporation Without Members. This corporation has no members. Any action which would otherwise require membership approval shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors. Nothing in these Bylaws shall be construed as limiting the right of the corporation to refer to persons associated with it, who participate in any activity of the corporation, as “members,” even though such persons are not “members” as defined in Section 5056 of the California Corporations Code (the “Nonprofit Corporation Law”). Such persons shall be deemed to be associated persons with respect to the corporation as that term is defined in Section 5332 of the Nonprofit Corporation Law, and no such reference shall constitute anyone a member of this corporation. The Board of Directors may establish classes of such associated persons as well as the rights, privileges, preferences, restrictions or conditions of any such person’s association with this corporation.

ARTICLE 4 – 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.
- B. The Board shall have the authority to establish an office for the Association and hire such staff as determined necessary to manage the affairs of the Association. The Executive Director is responsible to and functions under the Board of Directors. Staff shall be responsible to and function under the direction of the Executive Director of the Association.
- C. Board members shall adhere to the Board Member Code of Ethics.

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Section 2. Composition:

The Board of Directors shall consist of the following: A.

The five officers of the Association (5 votes).

- B. One representative from each of the seven regions, elected or otherwise identified by the region. (7 votes).
- C. One small agency representative, elected or otherwise identified by the small agency caucus (1 vote).
- D. One Native American agency representative, elected or otherwise identified by the Native American caucus (1 vote).
- E. One paraprofessional representative, elected or otherwise identified by the Nominating Committee of the Board (1 vote).
- F. Up to four at-large members, elected or otherwise identified by the Nominating Committee of the Board (up to 4 votes).
- G. The Association's Executive Director and the State of California WIC Division representative shall serve as non-voting, ex officio members.

Section 3. Term of Office:

Except for the President who serves for 3 years, the duration of the term for Board Members is two years. With the exception of the President, President Elect and Past President, directors may serve up to two consecutive terms on the Board. Regional Representatives on the Board shall be elected in alternate years, with four directors elected or appointed in even-numbered years, and three directors elected or appointed in odd-numbered years.

The term of office shall begin October 1st and end September 30th.

Section 5. Vacancies:

Vacancies on the Board of Directors relating to Elected Directors, whether or not caused by removal, may be filled by a majority of the directors then in office, regardless of whether they constitute a quorum, or by a sole remaining director. **Section 6. Removal:**

- A. **For Cause.** The Board of Directors may declare vacant the office of any director who has been declared to be of unsound mind by

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final court order, convicted of a felony, or found by a final court order or judgment to have breached any duty under Article 3 (relating to standards of conduct) of the California Nonprofit Corporation Law.

- B. **Without Cause.** Any director may be removed without cause if such removal is approved by a majority of the directors then in office.

Section 7. Resignation:

Any director may resign by giving written notice to the Chairperson of the Board, the President, the Secretary or the Board of Directors. The resignation of a director shall be effective when notice is given unless the notice specifies a later time. The resignation shall be effective regardless of whether it is accepted by the corporation. Except upon notice to the Attorney General of the State of California, no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

Section 8. Compensation:

If the Board of Directors so resolves, the directors, including the Chairperson of the Board, shall receive compensation and expenses for attendance at meetings of the Board of Directors and committees. Subject to Section 9 of these bylaws, nothing in this Section shall be construed to preclude any director from serving the corporation in another capacity and receiving just and reasonable compensation for such service.

Section 9. Restriction on Interested Directors:

Not more than 49% of the persons serving on the Board of Directors may be interested persons. For purposes of this Section 9, an interested person is either (i) any person currently being compensated by the corporation for services rendered to the corporation within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

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ARTICLE 5 – OFFICERS

Section 1. Number and Title:

The officers of the Association shall include a President, an immediate Past President, a President Elect, a Secretary, a Treasurer and the Executive Director. The President Elect, Secretary and Treasurer shall be elected by the Board of Directors. The Executive Director is employed and serves at the pleasure of the Board of Directors. The President Elect shall become the President following one term of office. The President shall become the Past President following one term of office.

Section 2. Qualifications:

- A. The President and President Elect shall have served on the Board of Directors within the past five years.
- B. The Secretary and Treasurer shall have served on an Association committee within the past five years.

Section 3. Duties:

- A. The President 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 California Department of Public Health WIC Division and other groups.
- B. The Past President shall assist the President and the President Elect in carrying out their duties, serve as an advisor to the Board, participate in the Executive Committee, Board meetings and conference calls. The Past President shall also serve as the Chair of the Nominating Committee and as the Association's representative to the National WIC Association (NWA).
- C. The President Elect shall assist the President in fulfilling the obligations of office by performing such duties as requested by the President; shall exercise the power and perform all of the duties of the President in the event of the temporary absence, inability or failure to act of the President; and shall perform other duties as requested by the President. The President Elect becomes the next President of the Association.

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- D. The Secretary shall record all votes and the minutes of the meetings and conference calls of the Association, Board of Directors and Executive Committee. The Secretary shall keep, at the Association's principal office in California, all approved meeting minutes, the original or a copy of the Association's Articles of Incorporation, and the bylaws, as amended.
- E. The Treasurer shall maintain an account of all transactions and oversee the financial condition of the Association; provide financial reports to the Board of Directors; and prepare an annual budget for approval by the Board.
- F. Under the direction of the Board of Directors, the Executive Director 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 President, President Elect, and Past President shall serve for one year in each office and shall not be eligible to serve a second consecutive term in the same office. Upon completion of her/his term, the Past President shall take a one year sabbatical from elected office, but may participate as a committee member.
- 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 in odd numbered years and the Treasurer elected in even numbered years.

Section 5. Vacancies of Officers:

- A. In the event of a vacancy in the office of President, it shall be the duty of the President Elect to assume the presidency fulfilling the remainder of the unexpired term.
- B. If the vacancy in the office of President occurs during the President Elect's term, and he or she assumes the office of President, he or she shall also assume the office of the President on the day following the next election, fulfilling the term of that office.

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C. In the event of a vacancy in the office of President Elect, Secretary or Treasurer, the office shall remain vacant until the next election or the President may appoint, with Board approval, a successor to fill the unexpired term. The offices of President Elect, Secretary or Treasurer so filled, shall be filled by vote of the Board in the next election.

Section 6. Resignation:

A. Any officer may resign at any time upon written notice to Board without prejudice. The resignation of an officer shall be effective when notice is given unless the notice specifies a later time. The resignation shall be effective regardless of whether it is accepted by the Board.

Section 7. Inspection of Records and Properties:

Each director may inspect all books, records, documents and physical properties of the corporation at any reasonable time. The right of inspection includes the right to copy and make extracts.

Section 8. Time and Place of Meetings and Telephone Meetings:

Meetings of the Board may be called by any Designated Executive Board Director or any three elected directors. Meetings of the Board of Directors shall be held at such times as the Board may determine. All meetings of directors shall be held at the principal office of the corporation or at such other place, within or without California, as shall be designated in the notice of the meeting or in a resolution of the Board of Directors. Directors may participate in a meeting through use of conference telephone or similar communications equipment, provided that all members so participating can hear each other.

Section 9. Notice:

Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings has been fixed in these bylaws or by the Board. Special meetings shall be held upon four days' notice by firstclass mail or 48 hours' notice delivered personally or by telephone or facsimile or email. Regular meetings shall be held upon similar notice if notice is required for such meetings. Neither a notice nor a waiver of notice must specify the purpose of any regular or special meeting. Notice of the time and place of holding an adjourned meeting need not be

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given to absent directors if the time and place of the adjourned meeting is announced at the meeting at which the adjournment is taken, but if a meeting is adjourned for more than 24 hours, notice of the adjourned meeting shall be given prior to the time of such meeting to the directors who were not present at the time of the adjournment.

Section 10. Meeting Without Regular Call and Notice:

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, are as valid as though Page 6 of 10 the Board had a meeting duly held after a regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. For such purposes, a director shall not be considered present at a meeting if, although in attendance at the meeting, the director protests the lack of notice prior to the meeting or at its commencement.

Section 11. Action Without Meeting:

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all of the members of the Board individually or collectively consent in writing to such action.

Section 12. Quorum and Required Vote:

A quorum shall consist of one-half of the current Designated and Elected Directors. Subject to Section 5212 (Creation of and Appointment to Committees), Sections 5233 and 5234 (Self-dealing Transactions), Section 5235 (Compensation of Directors or Officers) and Section 5238(e) (Indemnification of Corporate Agents) of the California Nonprofit Corporation Law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. A majority of the directors present at a meeting, whether or not a quorum is present, may adjourn the meeting to another time and place.

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ARTICLE 6 – COMMITTEES AND TASK FORCES Section

1. Committees of the Board:

The Board of Directors may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees of the Board, each consisting of one or more directors, to serve at the pleasure of the Board. Committees may also include persons who are not members of the Board. Appointments to any such committees shall be by a majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee who may replace any absent member at any meeting of the committee. To the extent permitted in the resolution of the Board of Directors, any such committee may exercise all of the authority of the Board except:

- A. The approval of any action which, under the California Nonprofit Corporation Law, would also require approval by the members or by a majority of all members, were this a corporation with members.
- B. The filling of vacancies on the Board or any committee which has the authority of the Board.
- C. The fixing of compensation of the directors for serving on the Board or on any committee.
- D. The adoption, amendment or repeal of bylaws.
- E. The amendment or repeal of any resolution of the Board, which by its express terms is not so amendable or repeal able.
- F. The appointment of committees of the Board or the members of such committees.
- G. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- H. The approval of any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

Section 2. Standing Committees:

There shall be the following standing committees:

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- A. Nominating. The committee shall be chaired by the immediate Past President. The committee shall consist of four additional regional members. These members shall be elected by the membership each year. The nominating committee shall nominate candidates for the offices of President 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 President may, with Board approval, appoint a replacement rather than calling for a special election.
- B. 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.
- C. Governance. The committee shall insure the Board of Directors practice the following: establishes and maintains the Mission and Vision of the organization; monitors the effectiveness of the organization in implementing the policies; provides proper financial oversight and ensuring that adequate resources are available so that the organization can be successful in achieving the Mission and Vision; maintains legal and ethical integrity and accountability.

Section 3. Task Forces:

Task Forces may be created for a specified time and task to carry out the work of the Association at the direction of the Board.

Section 4. Board Liaisons to Committees and Task Forces

The president shall appoint a member of the Board to serve as a Board Liaison to a standing committee, ad hoc committee, or task force.

Section 5. Committee Meetings:

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

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Section 6. Term of Office:

Chairs and members of committees and task forces with the exception of the Nominating Committee shall be appointed by and at the discretion of the President 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 committees and task forces may be reappointed at the discretion of the President.

Section 7. Committee Quorum:

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

ARTICLE 7 – REGIONS

Section 1. Number and Designation:

There shall be the following regions that shall correspond to the State WIC regions:

Orange/Los Angeles Basin

Great South

Central Valley

Sacramento Delta/Sierra Gold

East Bay/South Bay

North Coast

Sierra Cascade

Section 2. Representation:

Each region 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.

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ARTICLE 8 – FISCAL YEAR

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

ARTICLE 9 – INDEMNIFICATION

- A. ***Right of Indemnity.*** To the full extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Nonprofit Corporation Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in such Section, including without limitation an action by or in the right of the corporation, an action brought under Section 5233 (Selfdealing Transactions) of the California Nonprofit Corporation Law, and an action brought by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was a person described by such Section. “Expenses”, as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Nonprofit Corporation Law.
- B. ***Approval of Indemnity.*** Upon written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Corporation Law, the Board shall promptly determine in accordance with Section 5238(e) whether the applicable standard of conduct set forth in Sections 5238(b) and (c) has been met and, if so, the Board shall authorize indemnification.
- C. ***Advancement of Expenses.*** To the full extent permitted by law and except as is otherwise determined by the Board of Directors in the specific instance, expenses incurred by a person seeking indemnification under this bylaw in defending any proceeding covered by this bylaw shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation therefore.

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ARTICLE 10 – EXECUTIVE DIRECTOR

The Board of Directors may authorize the chief executive officer to hire an Executive Director and support staff to serve under the direction of the Board of Directors.

ARTICLE 11 – REPORTS TO DIRECTORS

Section 1. Annual Report:

Unless the corporation receives less than \$25,000 in gross revenues during the fiscal year, the Association shall furnish annually to all Directors a report containing the following information in appropriate detail and accompanied by a report of independent accountants or (if there is no report of independent accountants) the certificate of the Treasurer or other authorized officer that such information was prepared without audit from the books and records of the Association:

- A. The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year;
- D. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and E. Any information required by Section 2, below.

Section 2. Annual Statement:

For purposes of this Section, a “covered transaction” is a transaction in which the Association, its parent or its subsidiary, was a party, and in which either of the following “interested persons” had a direct or indirect material financial interest (other than a common directorship): (1) Any director or officer of the Association, its parent or its subsidiary; or (2) Any holder of more than 10 percent of the voting power of the Association, its parent or its subsidiary. The Association shall include in the Annual Report to Directors required by Section 1, above a statement briefly describing:

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- A. Any covered transaction during the previous fiscal year involving more than \$50,000, or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000. The statement shall include the names of the interested person or persons involved in such transaction, such persons' relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest.

- B. The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Association.

ARTICLE 12 – AMENDMENT OF BYLAWS

These by-laws may be adopted, amended or repealed by the Board of Directors.

This is to certify that the foregoing is a true and correct copy of the bylaws of the Association named in the title of these bylaws; and that such bylaws were duly adopted by the Board of Directors of such Association on February 12, 2016.

Samar McGregor

President

2/12/16

Date

Kelly Wilson

Secretary

2/12/16

Date