



**AMERICAN COMMODITY DISTRIBUTION ASSOCIATION
(ACDA) BYLAWS
Revised Date: 3.1.2023**

ARTICLE I - NAME

The name of this organization shall be the "American Commodity Distribution Association", hereinafter referred to as the "Association".

ARTICLE II - PURPOSE

The purpose of this Association shall be to:

- A. Promote the Food Distribution Program as an effective means of assisting American agriculture and feeding programs for people.
- B. Encourage and develop the most effective and efficient ways and means of acquiring and distributing foods through USDA Food Distribution Program.
- C. Encourage and develop the highest standards of professionalism among Association members.
- D. Represent the collective interest of Association members on issues affecting the Food Distribution Program and foods acquired there under.
- E. Assemble, analyze, and disseminate information relative to the Food Distribution Program and foods acquired there under.

ARTICLE III - MEMBERSHIP

A. CATEGORIES OF MEMBERSHIP - Membership in the Association shall consist of three categories:

1. **NON-PROFIT ORGANIZATION OR SCHOOL** – An accredited K-12 school OR a non-profit organization as defined by the Internal Revenue Service (IRS). Organization must be able to provide a copy of IRS determination letter.
2. **FOR-PROFIT ORGANIZATION** - A for-profit organization as defined by the Internal Revenue

Service (IRS).

3. **STATE GOVERNMENT ORGANIZATION** – A state/territory agency having a cooperative agreement with the U.S. Department of Agriculture to distribute foods through USDA Food Distribution Program or a state/territory agency administering other federal nutrition programs. There may be multiple member agencies from each state/territory.

B. RIGHTS AND PRIVILEGES OF MEMBERS

1. All member organizations, whose dues are currently paid shall be entitled to cast one vote on matters brought before the Association membership, specifically including board elections.
2. Only Representatives of State Government Organizations /Territory members may serve as Executive Board elected officials of the Association.
3. All members shall be eligible to serve on committees of the Association.

C. DUES

1. Dues for the membership in the Association shall be for a period from January 1 of each year to December 31 of the same year.
2. Membership dues shall be established by the Board of Directors.
3. Membership in the Association and all rights and privileged shall be terminated if at any time membership dues are unpaid.
4. Annual dues shall be due on the first day of the fiscal year.

D. VOTING

1. Unless otherwise noted, Association business may be conducted by accepting a simple majority vote of those voting members present OR by electronic voting via electronic communication sent to all members.

ARTICLE IV - ORGANIZATION STRUCTURE

A. BOARD OF DIRECTORS

1. COMPOSITION - Voting members of the Board of Directors shall consist of the Past President, President, Vice President, Secretary, Treasurer, State Representative, Industry Representative, Associate Representative, Allied and Agricultural Organization Representative, School Program Recipient Agency Representative and Community Feeding Program Representative.

2. RESPONSIBILITIES - As the governing body of the Association, the Board of Directors:

Shall be vested with the powers, duties, and responsibilities, both specific and implied, as set forth in the Bylaws to take final action upon any matter affecting the welfare of the Association, which occurs at such time it cannot be reasonably acted upon by the membership, and shall advise Association members of its actions.

- a. Fills any vacancy of an elective office of the Association. A vacancy shall occur in any office in the event that the person holding that office resigns, is no longer actively employed or

engaged in a role specific to the eligible membership categories of the Association, or if the officer misses three (3) regular meetings of the board in any fiscal year, unless such absences are excused by the Board and the reasons, therefore, entered into the minutes of the Board.

- b. Manages and directs the financial affairs of the Association.
- c. Establishes operation procedures in the conduct of Association business.
- d. Employs persons or firms to represent or act on behalf of the Association and defines their specific responsibilities.

All Board Members must be actively employed or engaged in food distribution, or if their board position represents a specific membership category, they must be employed or engaged in that category.

3. THE EXECUTIVE BOARD - Within the Board of Directors, consists of the following: the Past President, President, Vice President, Secretary, and Treasurer. The Executive Board shall meet at the call of the President. Its duties are to:

- a. Provide direction to all committees and volunteers.
- b. Establish expenditure reimbursement policies concerning individual travel on official Association business.
- c. Perform other Association duties as directed by the Board of Directors.

B. COMMITTEES OF THE ASSOCIATION – The Executive Board shall establish all committees to align with the goals of the strategic plan. Each committee will have a purpose statement and shall be vested with the power to perform only those assignments as prescribed by the Executive Board.

1. COMMITTEE RULES AND PRACTICES

- a. All members of the association are eligible to participate on all committees.
- b. The committee Co-Chairperson(s) are appointed by the incoming president at least a month prior to the beginning of ACDA Annual Conference. Or in the event of the cancellation of the Annual Conference, appointed by the incoming president at least a month prior to the last day of the originally scheduled Annual Conference.
- c. The committee Chairperson(s) appoints the committee members.
- d. Committee Chairperson(s) should strive to have member representation from all membership categories.
- e. Any committee is properly convened when it is meeting pursuant to call by the Chairperson(s) with reasonable notice to all committee members and a majority of the members are present.
- f. The President or an alternate appointed Board Member, is an ex-officio member of all committees.
- g. All committee meetings are executive sessions and other individuals may attend only upon invitation from the committee Chairperson(s).
- h. An adopted committee report or recommendation shall be given to the President by the Chairperson(s) either orally or in writing as the President prescribes.

2. STANDING COMMITTEES

- a. **Membership Committee** - The Membership Committee shall promote membership within all eligible categories and to encourage active participation in the Association for existing members.
- b. **Leadership Development Committee** - The Leadership Development Committee shall investigate and identify potential future leaders for ACDA and be responsible for reviewing qualifications of all nominees for elective offices for approval to appear on the ballot.
- c. **Finance Committee** – The Finance Committee works with the staff team to develop an annual budget and provides a review of all financial reporting and investing for reporting to the Board.
- d. **Public Policy Committee** – The Public Policy Committee shall evaluate, interpret, recommend, and respond to federal legislation and regulatory matters as appropriate and if directed to do so by the Board. Committee shall develop information to be distributed to the membership on legislative issues that may affect the Association and/or its membership.
- e. **Education Committee** - The Education Committee shall develop and implement programs and activities which will provide ACDA members with the opportunity to achieve the level of knowledge and skill necessary to serve the public with competence and professionalism.
- f. **Conference Planning Committee** – The Conference Planning Committee is responsible for the content development, planning and speaker identification for the Annual Conference.

ARTICLE V – ASSOCIATION OFFICERS

A. ELECTED OFFICERS - The Association shall elect a Vice-President, Secretary, and Treasurer. The Association shall follow the election procedures found in the Association Policy and Procedure Manual. Any representative of a State/Territory member shall be eligible to serve as an Executive Officer of the Association. The Board of Directors shall fill vacancies occurring in elective offices by an appointment by majority vote of the board of directors for the balance of the year until the next regularly scheduled election. The primary responsibilities and duties of each officer are listed below.

1. PRESIDENT - The President shall serve one year in the capacity, and shall serve as a Past President immediately following the term as President.

The responsibilities of the President are as follows:

- a. Represents the Association in all matters.
- b. Serves as Chairperson on the Board of Directors as an eligible voter of that Board.
- c. Serves as ex-officio member of all committees OR appoints a board member to serve in their place.
- d. Appoints Chairpersons of committees.
- e. Calls meeting of the Board of Directors and prepares the agenda.
- f. Along with the Past President and Vice President, monitors progress on implementation of the Strategic Plan and provides regular updates on Strategic Plan progress.

2. PAST PRESIDENT – The Past President shall serve one year term immediately following the term as President. The responsibilities of the Past President are as follows:

- a. Serves as a resource for and provides guidance to the President and Vice President
- b. Serves as a voting member of the Executive Board and Board of Directors.
- c. Carries out duties as the Board or the President may designate.
- d. Along with the President and Vice President, monitors progress on implementation of the Strategic Plan and provides regular updates on Strategic Plan progress.

3. VICE-PRESIDENT - The Vice-President shall serve one year and succeed to the office of President at the end of the Annual Conference. The responsibilities of the Vice-President are as follows:

- a. Studies the duties and responsibilities of the President.
- b. Serves on the Board of Directors as a voting member.
- c. Performs the duties of the President in the absence of the President.
- d. Becomes the President in the event the office of the President is declared vacant by the Board of Directors.
- e. Carries out duties as assigned by the President.
- f. Along with the President and Past President, monitors progress on implementation of the Strategic Plan and provides regular updates on Strategic Plan progress.

4. SECRETARY - The Secretary shall serve a two-year term and may be elected for two consecutive terms. Elections for Secretary shall be held in even numbered years. The responsibilities of the Secretary are as follows:

- a. Takes minutes of Board Meetings and provides the minutes to all Board of Directors.
- b. Serves on the Board of Directors as a voting member.
- d. Receives and considers all proposed amendments to the Association Bylaws and resolutions pertaining to the welfare of the Association.
 - d(i). Voting members may submit proposals to the Secretary for consideration provided it is submitted no later than January 10th of the current year.
- e. Maintain updates and revisions of the Policy and Procedure manual of the Association.
- f. Carries out the duties as assigned by the President.

6. TREASURER - The Treasurer shall serve a two-year term and may be elected for two consecutive terms. Elections for Treasurer shall be held in odd numbered years. The responsibilities of the Treasurer are as follows:

- a. Serves as a member on the Association's Finance Committee.
- b. Submits a financial report, as prepared by ACDA's Management Company, to the members at the Annual Conference of the Association.
- c. Helps the Management Company in supervising and monitoring the funds of the Association.
- d. Provides the status of the Association funds when called upon to do so by the President or the Board of Directors.
- e. Serves on the Board of Directors as a voting member.
- f. Assists in directing and preparation of the Association's financial reviews, reports and tax returns.
- g. Approves any travel reimbursements that do not meet the established travel reimbursement policy.

B. REPRESENTATIVE FOR STATE AGENCIES

1. ELECTION - State members shall elect a State Representative to serve a two-year term, who may be elected for two consecutive terms.

- a. Each State/Territory member shall have one vote per organization. Election shall be by majority of the members voting.
- b. The State/Territory Representative shall be elected on the odd numbered years.

2. RESPONSIBILITIES

- a. Serves as a communication link with State/Territory member, including a minimum of one communication each quarter (i.e. email blast, webinar, or other outreach to member group).
- b. Coordinates Association activities as requested by the President.
- c. Serves as a voting member on the Board of Directors.

C. INDUSTRY REPRESENTATIVE

1. ELECTION - The Industry members shall elect an Industry Representative to serve a two-year term and he/she may be elected for two consecutive terms.

- a. Each Industry member shall have one vote per organization. Election shall be by majority of the members voting.
- b. The Industry Representative shall be elected in odd numbered years.

2. RESPONSIBILITIES

- a. The Industry Representative shall serve as a communication link with Industry members, including a minimum of one communication each quarter (i.e. email blast, webinar, or other outreach to member group).
- b. Coordinates Association activities as requested by the President.
- c. Serves as a voting member on the Board of Directors.

D. ASSOCIATE REPRESENTATIVE

1. ELECTION – The Associate members shall elect an Associate Representative to serve a two-year term and he/she may be elected for two consecutive terms.

- a. Each Associate member shall have one vote per organization. Election shall be by majority of the members voting.
- b. The Associate Representative shall be elected in even numbered years.

2. RESPONSIBILITIES

- a. The Associate Representative shall serve as a communication link with Associate members, including a minimum of one communication each quarter (i.e. email blast, webinar, or other outreach to member group).
- b. Coordinates Association activities as requested by the President.
- c. Serves as a voting member on the Board of Directors.

E. ALLIED AND AGRICULTURAL ORGANIZATION REPRESENTATIVE

1. ELECTION - The Allied and Agricultural Organization members shall elect an Allied and Agricultural Organization Representative to serve a two-year term and he/she may be elected for two consecutive terms.

- a. Each Allied and Agriculture member shall have one vote per organization. Election shall be by majority of the members voting.
- b. The Allied and Agricultural Organization Representative shall be elected in odd numbered years.

2. RESPONSIBILITIES

- a. The Allied and Agriculture Representative shall serve as a communication link with Allied and Agriculture Representative members, including a minimum of one communication each quarter (i.e. email blast, webinar, or other outreach to member group).
- b. Coordinates Association activities as requested by the President.
- c. Serves as a voting member on the Board of Directors.

F. SCHOOL PROGRAM RECIPIENT AGENCY REPRESENTATIVE

1. ELECTION - The School Program Recipient Agency members shall elect a School Program Recipient Agency Representative to serve a two-year term and he/she may be elected for two consecutive terms.

- a. Each School Program Recipient Agency member shall have one vote per organization. Election shall be by majority of the members voting.
- b. The School Program Recipient Agency Representative shall be elected in even numbered years.

2-RESPONSIBILITIES

- a. The A School Program Recipient Agency shall serve as a communication link with School Program Recipient Agency members, including a minimum of one communication each quarter (i.e. email blast, webinar, or other outreach to member group).
- b. Coordinates Association activities as requested by the President.
- c. Serves as a voting member on the Board of Directors.

G. COMMUNITY FEEDING RECIPIENT AGENCY PROGRAM REPRESENTATIVE

1. ELECTION – The ACDA membership shall elect a Community Feeding Recipient Agency Program Board Representative to serve a two-year term and he/she may be elected for two consecutive terms.

- a. The Community Feeding Recipient Agency Program Representative shall be a state agency member or a community feeding program recipient agency that administers a Community Feeding Program.
- b. The Community Feeding Recipient Agency Program Representative shall be elected in odd numbered years.

2. RESPONSIBILITIES

- a. The Community Feeding Recipient Agency Program Representative shall serve as a communication link with the Community Feeding Recipient Agency Program membership, including a minimum of one communication each quarter (i.e. email blast, webinar, or other outreach to member group)..

- b. Serves as a voting member on the Board of Directors.

H. EMPLOYEES

1. DESIGNATION - An individual or firm may be employed for and on behalf of the Association pursuant to such terms and conditions as established by the Board of Directors in the official position description and contract. Such employment shall require a majority vote of the Board of Directors.

ARTICLE VI – MEETINGS

A. TYPE OF MEETING

- 1. BOARD OF DIRECTORS** - A meeting of the Board of Directors may be called at any time by the President or by a majority of the voting members of the Board to review and conduct the business of the Association. Issues brought before the Board of Directors, shall be determined by a majority vote, consisting of a quorum of two thirds of all State/Territory members of the Board, either present or by mail ballot, on all actions taken. The Board of Directors shall meet at least twice a year in addition to meeting prior the Annual Conference.
- 2. COMMITTEE MEETINGS** - The Chairpersons of Association committees may call meetings of its members at any time to accomplish its assignment.
- 3. SPECIAL MEETINGS** - Special meetings of the Association membership may be called by a majority vote of the Board of Directors.
- 4. ANNUAL CONFERENCE** - There shall be an annual meeting of Association membership that shall occur at the Annual Conference.

B. EXPENSES - The President shall approve the reimbursement of, and procedures for, expenditures of individuals who travel on official Association business in accordance with the reimbursement policy established for the Association by the Executive Board.

ARTICLE VIII - FISCAL YEAR

A. The fiscal year for the Association shall be January 1 through December 31 of each year.

ARTICLE IX - PARLIAMENTARY AUTHORITY

A. The current edition of Roberts Rules of Order Newly Revised shall be the authority on all questions of parliamentary law and procedure.

ARTICLE X – IMPEACHMENT

A. The Board of Directors may consider accusations of misconduct or unethical practices against any Association member or non-performance of responsibilities by a board member as reason for impeachment. Proper notice as to the time and place of the hearing shall be given to all parties of interest. If the Board of Directors determines that such accusations are true and continued membership would be an undesirable reflection on the Association, the member shall be expelled from the Association membership activities. A report of the findings shall be submitted to the membership at its next Annual Conference. An expelled member may only be reinstated by a three-fourths vote of the eligible voting membership present at the Annual Conference.

ARTICLE XI - RESOLUTIONS AND BYLAWS AMENDMENTS

A. METHOD OF PROPOSAL - Resolutions and amendments to these Bylaws may be considered at each Annual Conference. Members may propose Bylaw amendments and resolutions by submitting a written proposal signed by two members to the Secretary not later than January 31st of the current year.

B. PROCEDURE FOR RESOLUTIONS AND BYLAW AMENDMENTS - Resolutions and Bylaw Amendments may be adopted after floor consideration at the Annual Conference by two-thirds vote of eligible voting members in attendance and provided all members were emailed notice at least thirty days prior to the opening session of the Annual Conference.

C. RESOLUTIONS - which have not been emailed to the membership thirty days prior to the opening session of the Annual Conference may be adopted after floor consideration at the Annual Conference by a three-fourths vote of eligible voting members in attendance provided printed copies are available to all members present during the consideration and vote.

D. OTHER PROVISIONS - Technical and administrative changes, such as typo/grammatical errors and any minor changes needed to the bylaws shall be made by the Board with a majority vote of the Board provided that a quorum of majority state agency representatives participate in person or via email/mail ballot. Any changes to Board structure will come before the membership for vote.

1. The effective date for technical changes and administrative changes, will be adopted at the conclusion of the Board meeting.

ARTICLE XII - EFFECTIVE DATE

A. The effective date is upon adoption at the Annual Conference.

ARTICLE XIII – DISSOLUTION

A. DISSOLUTION - the Board of Directors may adopt a resolution to dissolve the Association. Upon adoption, the Board of Directors shall provide a notice of the resolution to all members entitled to vote on matters brought before the Association and schedule a meeting to take action upon the resolution.

B. DISTRIBUTION OF ASSETS - Upon dissolution or final liquidation of the Association, the Board of Directors shall after paying or making provisions for the payment of all of the liabilities of the Association, dispose of the remaining assets of the Association for an exempt purpose. No part of the assets, income, profits or net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of its purposes.