

**BYLAWS
OF
CERTIFYING BOARD FOR DIETARY MANAGERS**

ARTICLE I

NAME AND OFFICE OF THE CORPORATION

Certifying Board for Dietary Managers (“CBDM”), an Illinois not-for-profit corporation, may have offices, and the books and records of CBDM may be kept (except as otherwise provided by law), either within or without the State of Illinois.

ARTICLE II

PURPOSES

The purposes of CBDM shall be as set forth in the Articles of Incorporation and to evaluate individuals who wish to enter, continue and/or advance in the discipline of managing and/or directing food service operations through a certification process, and to issue a credential to individuals who demonstrate the required level of competence under that process.

ARTICLE III

LIMITATIONS

Section 1. Use of Funds. The affairs of CBDM shall not be conducted for profit and no net earnings of CBDM shall inure to the benefit of any Member, director, officer, employee or any person connected with CBDM; provided, however, that this shall not prevent the payment to any such

person or reasonable compensation for services rendered to or for CBDM in effecting any of its purposes and of expenses incurred in connection therewith.

Section 2. Prohibited Activities. The activities of CBDM shall not be such as will result in any agreement, understanding, combination or any other form of concerted action to limit the provision of services, fix prices, suppress competition or in any other manner restrain trade or commerce of the Members of CBDM or of anyone engaged in business, or in any other act or acts which may be in contravention of law or good business ethics.

ARTICLE IV

CERTIFYING BOARD FOR DIETARY MANAGERS AND OFFICERS

Section 1. Qualifications of The Board. The Board shall consist of seven (7) individuals. Four (4) of the Board members shall be Certified Dietary Managers, Certified Food Protection Professionals and shall be elected by Certified Dietary Managers, Certified Food Protection Professionals.

The remaining three (3) Board members shall be appointed by the Board as terms are set to expire or positions are vacated. Two (2) of the Board members may or may not be a member of Dietary Managers Association (doing business as Association of Nutrition and Foodservice

Professionals and hereafter referred to as ANFP): one (1) shall be a health care administrator, and (1) shall be a qualified Registered Dietitian Nutritionist. The remaining one (1) shall be a public consumer representative and shall be a non-member of ANFP.

Section 2. It is the responsibility of the National Leadership Development Committee to recommend a slate of qualified candidates for the CBDM. At least ninety (90) days prior to the start of the next annual business meeting of ANFP, the CBDM will provide a list of qualified candidates to the Leadership Development Committee, who shall then formulate a slate of qualified candidates to fill each CDM, CFPP position on the Board that is either vacant or set to expire. Members of the Leadership Development Committee are ineligible to stand for election. The Leadership Development Committee's recommended slate shall be announced to all credential holders promptly upon receipt by the ANFP. The credential holders shall have fifteen (15) days from the date the Leadership Development Committee's slate is announced to submit additional nominations to the Leadership Development Committee. Such additional nominations must be supported by a petition endorsed by at least (10%) of ANFP's current certificants.

If there are no additional nominations, the CBDM shall elect the slate provided by the Leadership Development Committee. In the event nominations are received in addition to the slate, ballots shall be made available to all those eligible to vote no less than thirty (30) days prior to counting the ballots identifying those candidates nominated by the Leadership Development Committee and those nominated by petition. In such event, the election shall be by a preponderance of the votes cast, shall be determined by a majority vote of those votes cast.

In the event nominations are received in addition to the slate provided by the Leadership Development Committee, all certified dietary managers in good standing shall be entitled to vote once in any national election on the Certifying Board for Dietary Managers ballot.

Section 3. The Board shall select its chairman from those certified members who have served at least one year on the Board.

Section 4. The Executive Director or designee shall act as secretary to the Board with no voting privileges and shall perform such duties as directed by the chairman of the Board.

Section 5. Term of office shall be for three (3) years. All members of the Certifying Board shall hold office from June 1 through May 31 through their elected

term. Terms of office shall be staggered. Board members shall be eligible to serve for not more than two (2) consecutive terms. Certifying Board members shall be eligible for election to this office not more than two terms.

Section 6. The four (4) dietary managers serving on the Board shall not concurrently serve on the Board of Directors of ANFP.

Section 7. Duties of the Board. The Board shall establish and monitor policy and procedures governing the certification program. Such policies and procedures shall be published in the policy and procedural manual. The Board shall maintain a policy and procedural manual which provides guidelines and procedures for day-to-day operation of the certification program. The Board shall be responsible for collection, accounting and disbursement of funds involved in the operation of the certification program. The Board shall maintain a roster of current Certified Dietary Managers, Certified Food Protection Professionals.

Section 8. Removal From the Board. A Board member may be removed for cause upon the vote of a majority of the Board. Removal must be approved by a majority of those voting and such vote shall be conclusive evidence of the individual Board member's judgment as to whether removal is in the best

interests of the Board. Any such removal shall terminate all contractual rights for reimbursement of expenses not already incurred at the time of removal. Any member failing to attend two (2) consecutive meetings for reasons deemed insufficient by the Board shall be deemed to have tendered his/her resignation from the Board. Any member unable to attend a meeting shall provide advance written notice stating the reason for his or her absence to the Chairman.

Section 9. Vacancies. Any vacancy that may occur on the Certifying Board for Dietary Managers by reason of death, resignation, or otherwise, may be filled by majority vote of the remaining members of the Certifying Board for Dietary Managers for the unexpired term. In the event of declining office before the start of the term, the vacancy would be filled by the person on the ballot with the next highest number of votes.

Section 10. Reimbursement of the Board. Members of the Board shall not be entitled to compensation for their services rendered on behalf of the Board, but shall be entitled to reimbursement for expenses incurred in the performance of Board duties, in accordance with the reimbursement policy contained in the policy and procedural manual.

ARTICLE V

COMMITTEES

Section 1. Standing. The chair, subject to approval of the CBDM, shall from time to time designate such standing committees as may be desirable to effectuate the objectives of the CBDM.

Section 2. Standing Committee Organization. Membership of each of the standing committees shall be determined by the chair-elect for the term of office as chair, or by the chair for standing committees designated during the chair's term of office. The appointor shall instruct each committee member as to the function of that committee and within these guidelines each committee shall make its own rules and operating procedures.

Section 3. Ad-Hoc. The chair shall from time to time designate such ad-hoc committees as may be desirable to effectuate the objectives of the CBDM.

Section 4. Ad-Hoc Committee Organization. Membership of each of the ad-hoc committees shall be determined by the chair. The chair shall instruct the ad-hoc committees as to the function of that committee and within these guidelines the committee shall make its own rules and operating procedures.

ARTICLE VI

QUORUM

Forty-five percent (45%) of the members of the Board, in addition to the Chair shall constitute a quorum.

ARTICLE VII

RULES AND REGULATIONS

The Board shall adopt such rules and regulations as may be necessary for the proper conduct of its work, embody the functional requirements of the Board to operate and the authority to evaluate the professional competence of Certified Dietary Managers, Certified Food Protection Professionals. The policies and procedure for Codes of Ethics appointment, reappointment, disciplinary action, hearings and appellate review shall be in accordance with these bylaws.

ARTICLE VIII

AMENDMENTS

Upon proposal by the CBDM, these bylaws may only be amended by a majority vote of certificants present at a meeting at which there is a quorum of a minimum of four hundred (400) certified dietary managers present in person or by proxy at any duly called meeting.

Amendments to the bylaws may also be voted upon by mail, or electronic mail, provided that ballots shall contain instructions on the procedure to be used and amendments shall be adopted by a majority vote of those mail ballots cast.