

## **Idaho Academy of Nutrition and Dietetics Bylaws**

### **ARTICLE I. NAME**

The name of this organization will be the Idaho Academy of Nutrition and Dietetics, incorporated in the State of Idaho, also known as the Idaho Academy, hereafter referred to as “the Academy” or “this Academy.”

### **ARTICLE II. MISSION**

The Idaho Academy works to promote the value of the dietetic profession through Academy membership, innovation in dietetic practice, and ongoing professional development in order to champion healthy lifestyles and nutrition-related public policy for the wellbeing of our members and the communities they serve.

### **ARTICLE III. MEMBERSHIP**

#### **Section 1. Membership Classes**

Membership in this Academy will be limited to members of the Academy of Nutrition and Dietetics whose primary mailing address, as submitted to the Academy of Nutrition and Dietetics, is within Idaho or, in the alternative, who have formally designated the Academy as their sole affiliate. A member cannot be a member of this Academy without being a member of Academy of Nutrition and Dietetics. The membership classifications will be those outlined in Article II of the Academy of Nutrition and Dietetics Bylaws.

#### **Section 2. Membership Lists**

The current list of members of the Academy of Nutrition and Dietetics officially listed in this Academy will be the official membership list of this Academy for all purposes.

#### **Section 3. Rights of Members**

All members of this Academy have the rights and privileges as set forth in Article II of the Academy of Nutrition and Dietetics Bylaws, and will have the corresponding rights and privileges in the conduct of business of the Academy.

#### **Section 4. Official Publications**

All members whose Academy of Nutrition and Dietetics dues are not in arrears will receive the Idaho Academy of Nutrition and Dietetics publications.

#### **ARTICLE IV. FISCAL YEAR**

The fiscal year of the Academy shall be in accordance with Academy's records with the IRS (January 1 – December 31).

#### **ARTICLE V. MEETINGS OF MEMBERS**

##### **Section 1. Annual Meeting**

There will be an annual educational meeting of the members of this Academy, except in the case of an emergency declared by the Board of Directors. Written or printed notice of the Annual Meeting, including the stating place, date, and time, will be sent to each member of the Academy, not less than fifteen [15] working days prior to date of said meeting.

##### **Section 2. Business Meeting**

A. There will be an annual business meeting of the members of the Academy for the purpose of education and the transaction of other business as may come before the meeting. This meeting will normally be held in conjunction with the Annual Meeting.

B. If the annual business meeting is not held in conjunction with the Annual Meeting written or printed notice of the annual business meeting, including the stating place, date, and time, will be sent to each member of the Academy, not less than fifteen [15] working days prior to date of said meeting.

##### **Section 3. Special Meetings.**

A. The Board of Directors may by a majority vote call a special meeting of the members.

B. Written or printed notice of a special meeting, stating the place, date, time, and purpose, will be sent to each member of the Academy not less than fifteen [15] days prior to date of said meeting number.

**Section 4. Quorum.** At all meetings of the Academy membership, the voting members present will constitute a quorum for the transaction of business, except to the extent that the law of the state of incorporation requires a larger number.

#### **ARTICLE VI. BOARD OF DIRECTORS**

**Section 1. General Powers.** The government of the Academy will be vested in a Board of Directors, also known as the "Board". The affairs of the Academy shall be managed by, or under the direction of, the Board.

**Section 2. Functions of Board**

The Board shall have the authority to perform the following functions:

- a. Determine administrative policies and manage the property and funds of the Academy.
- b. Approve annual budget and strategic plan.
- c. Maintain affiliations with District Academies and State Practice Groups and approve liaisons with appropriate organizations if applicable.
- d. Manage activities and initiatives of the Academy and coordinate with those of Academy of Nutrition and Dietetics.
- e. Approve amendments to the Academy Bylaws.

**Section 3. Composition.**

- A. (1) The Board of Directors will consist of the following voting members;
  - (a) Past President
  - (b) President
  - (c) President Elect
  - (d) Secretary
  - (e) Treasurer
  - (f) Treasurer-Elect
  - (g) Delegate to the House of Delegates of the Academy of Nutrition and Dietetics
  - (h) Members of the Nominating Committee (3)
- (2) The following individuals will be invited to attend the Board meetings and to participate in any discussions.
  - (a) Public Policy Coordinator (PPC)
  - (b) State Regulatory Specialist (SRS)
  - (c) State Reimbursement Representative (SRR)
  - (d) State Media Representative/Public Relations Chair
  - (e) State Fundraising Chair/ Academy of Nutrition and Dietetics Foundation Chair
  - (f) State Policy Representative (SPR)
  - (g) Bylaws Chair
  - (h) Newsletter/Webmaster
  - (i) Membership Chair
  - (j) State Professional Recruitment Coordinator (SPRC)
- B. The Executive Committee shall have the authority to act for the Academy on matters requiring attention between meetings of the Board of Directors for which a special meeting of the Board is not required or practicable, or on such matters as the Board may delegate the Executive Committee to act.

The Executive Committee will be composed of the following:

President

President-Elect  
Secretary  
Treasurer

**Section 4. Qualifications.** All Board members must be Active or Retired members of Academy of Nutrition and Dietetics. Other qualifications and skill sets will be delineated in the Academy Policy and Procedure Manual.

**Section 5. Regular Meetings.**

**A. Number of Meetings.** A minimum of three [3] regular meetings of the Board of Directors will be held annually at such time and place as may be determined by the Board.

**B. Other Means of Business.** Except where precluded by law of Idaho, meetings of the Board of Directors may be held in person or via conference call, and members may attend a meeting from a remote location. The Board may also transact business by regular or electronic mail, conference calls, videoconference, Internet meetings or fax, indicating time and date when votes must be cast.

**Section 6. Special Meetings.** The President or any three (3) board members with voting status may call a Special Meeting of the Board of Directors and shall state the purpose, the place and time for the meeting.

**Section 7. Notice of Meetings.** Notice of any regular or Special Meeting of the Board of Directors will be given at least five [5] days previous thereto by written, mail or electronic notice to each Director, except that no Special Meeting of Directors may be called to remove a Director or officer unless written notice of the proposed removal is delivered at least twenty [20] days prior to such meeting. The business to be transacted at, and the purpose of, any Special Meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

**Section 8. Quorum.** A simple majority of the current voting members of the Board of Directors will constitute a quorum for transaction of business at any meeting of the Board of Directors.

**Section 9. Removal of Directors.** An elected or appointed officer or director may be removed by affirmative vote by the 2/3 votes of all members of the Board of Directors at an official meeting.

**Section 10. Vacancies.** If any of the following seats on the Board of Directors become vacant because of death, illness, resignations, disqualification, removal, or other cause, the unexpired term will be filled in the following manner.

- A. President** The President-Elect will succeed to the office of President and complete the unexpired term.
- B. President-Elect** The Board position shall remain vacant until a special election by the membership may be implemented.
- C. Delegate** The Board of Directors will appoint a successor to complete the unexpired term or terms.
- D. Secretary** The Board of Directors will appoint a successor to complete any unexpired term.
- E. Treasurer** The Treasurer-Elect will succeed to the office of Treasurer and complete the unexpired term.
- F.** Should the office of President and President-Elect both become vacant at the same time, the Board shall designate an individual to fill the position until a special election of the membership has been conducted by regular mail or electronic means at the earliest possible date.

**Section 11. Compensation.** Members of the Board of Directors shall receive no compensation for serving as directors, except that they may be paid their expenses related to their duties as directors. The Board shall have no authority to establish compensation for services to the Academy as directors. This section shall not preclude any director from serving the Academy in any other capacity and receiving compensation for such service.

## **ARTICLE VII. ELECTED OFFICERS**

### **Section 1.**

**Elected Officers.** The elected officers of the Academy shall be a President, a President-elect, a Secretary, a Treasurer, a Treasurer-elect, a delegate to the HOD, and Nominating Committee members. All officers shall take office at the end of the Annual Membership Meeting or no later than June 1. An officer shall not, at any time during the term of office, hold an elected office in the Academy of Nutrition and Dietetics or in a district academy or dietetic practice group.

**President.** The President will serve for one (1) year. The President will ensure the Academy's strategic direction and values are carried into effect except in those instances in which those responsibilities are specifically assigned to another office. The President will: serve as the chief executive officer, official spokesperson of this Academy and the Chair of the Board of Directors; appoint chairs and members of committees, task forces and work groups; preside at meetings of the full membership and Board of Directors; supervise and present the annual performance evaluation of the Executive Director if this position is filled.

**President-Elect.** The President-Elect will serve for one (1) year, and at the end of this term, will assume the office of President. The President-Elect will: support the President in leading the Academy towards its strategic direction and values; serve as a voting member of the Board of Directors; present a written proposal for the strategic plan and budget for term as President for approval by the Board; be Chair of the planning the annual educational meeting of the membership; and perform the functions of the office of President in the absence or disability of the President.

**Secretary.** The Secretary will serve for two (2) years. The Secretary will serve as a voting member of the Board of Directors; issue the call for all regular and special meetings of the Board of Directors and the Academy membership; supervise the recording and distribution of minutes of all Academy meetings, issue the Academy's official ballots and notify candidates and membership of election results.

**Treasurer-Elect.** The Treasurer-Elect will serve for one (1) year and at the end of this term, will assume the office of Treasurer. During this year, the Treasurer-elect will work with the Treasurer; serve as a voting member of the Board of Directors; and perform the functions of the office of Treasurer in the absence or disability of the Treasurer.

**Treasurer.** The Treasurer will serve one (1) year. The Treasurer will be the chief financial officer of the Academy. The Treasurer will serve as a voting member of the Board of Directors; formulate and audit the financial records by Academy Central Office; assist the President-Elect in formulating the annual budget for the following Academy year, and report the financial status of the Academy to the Board of Directors and the membership.

**Delegate.** Each delegate will serve for a three (3) year term and may be re-elected for one (1) additional term of office. The Delegate will: serve as a voting member of the Board of Directors, represent and act on behalf of this Academy at all meetings of the House of Delegates of the Academy of Nutrition and Dietetics; communicate all business and current issues of the House of Delegates to and from the Board of Directors and the membership; and communicate pertinent professional and practice issues to the District Academy Presidents.

**Nominating Committee Members.** Members of the Nominating will serve a two (2) year term. Nominating Committee members will serve as voting members of the Board of Directors. Members will be elected in alternate years so that at least one (1) Nominating Committee Member continues on the Committee each year.

**Past-President:** The Past-President will serve a one (1) year term. The Past-President will serve as a voting member of the Board of Directors, Chair of the Nominating Committee, and Chair of the Awards Committee.

## **Section 2.**

**Executive Director.** The position of Executive Director shall be a salaried position filled at the discretion of the Board. Subject to direction of the Board of Directors, the Executive Director will be responsible for the day-to-day fiscal and operational management of the Academy. The Executive Director will not have budgetary, fiscal, or policy-setting authority. The Executive Director will: serve as an ex-officio member without vote on the Board of Directors; be accountable to the Board; administer the Academy's office; implement policies of the Academy as directed by the Board; communicate regularly with the President, Secretary and Treasurer; perform services as specified in the current contractual agreement and other authority as the Board may delegate.

## **Article VIII. COMMITTEES, TASK FORCES AND WORK GROUPS**

**Section 1. Committees.** Committees shall have and may exercise the authority of the Board of Directors in the management of the Academy to the extent provided by the Board and not restricted by law. The designation of such board committees and the delegation of authority thereto shall not operate to relieve the Board of Directors, or committee chair(s) of any responsibility imposed on him or her by law.

**1. a. Number and Qualifications.** The Board of Directors may from time to time designate one or more committees, other than those mandated by these by-laws, each of which will consist of one or two chairs and such other persons as the President designates with the concurrence of the Board. Committees shall function in accordance with the policies and procedures of the Academy and these bylaws.

**Section 2. Nominating Committee.** A Nominating Committee will serve as a board committee. The primary function of the Nominating Committee shall be to identify qualified individuals to be placed on the ballot for election to the offices of the Academy as identified in Article VII. Section 1. (Elected Officials). Any member of the Academy may submit the name of an individual to the Nominating Committee for consideration.

**A. Composition.** The Nominating Committee will consist of three (3) members elected by the members of the Academy to serve two (2) year terms and the Past President of the Academy. The Past President will serve as Chair of the Committee. Members will be elected from North Idaho, Southwest Idaho and Eastern Idaho. Two members will be elected

in the same year as the Secretary and one member will be elected in the alternate year.

**B. Functions.** The Nominating Committee will formulate a ballot according to guidelines specified and submit the official ballot by the date designated by the Board of Directors. The Board of Directors shall establish such other responsibilities and rules of procedure of the Committee, as it deems necessary and appropriate to support the primary and other functions of the Committee.

**Section 3. Task Forces and Work Groups.** Task Forces and Work Groups may from time to time be appointed by the President and be maintained by the Board of Directors as non-board functional groups. Such Task Forces and Work Groups will be assigned activities and projects based on the initiatives of the current Strategic Plan for the Academy. Each Task Force and Work Group will receive its specific charge(s), allocated budget, and projected deadline for the completion of the charge(s) in writing from the President or designated Board member.

**A. Composition.** Each Task Force or Work Group will consist of at least three (3) the Academy members in good standing. Once the charge to the Task Force or Work Group is completed, and then the Task Force or Work Group will be dissolved.

**B. Functions.** Each Task Force or Work Group will: conduct appropriate communications, meetings and activities to complete its charge(s); maintain communications with the President and designated Board member regarding progress and issues; and present oral and written interim and final reports to the Board of Directors.

## **ARTICLE IX. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations.**

- A. The Nominating Committee will formulate an annual ballot consisting of the following.
1. At least two (2) candidates for the office of President-Elect.
  2. At least two (2) candidates for the office of Secretary, every other year.
  3. At least two (2) candidates for the office of Treasurer-Elect, every year.
  4. At least two (2) candidates for the position of Delegate, every 3 years.
  5. Candidates for members of the Nominating Committee representing the three (3) geographic regions of the state. Election of Nominating

Committee members will alternate so that one year, two members will be elected for a two (2) year term followed the next year by one member, who will also be elected for a two (2) year term.

**Section 2. General Criteria.**

- A. If the Nominating Committee, after reasonable effort, is unable to nominate two willing candidates who otherwise meet the qualifications for office, as may be further defined by Academy of Nutrition and Dietetics materials, a single candidate slate may be submitted to the membership.
- B. Write-in candidates. The option of a write-in candidate as a right of membership exists in any election. However, no write-in candidate may be elected who does not meet the established qualifications for office. Nominations may be added by petition through the following procedure:
  - 1. Other nominations for these offices may be made by nominating petitions.
  - 2. The petitions must be signed by not less than twenty (20) voting members of the Academy.
  - 3. The consent from the nominee must be secured prior to the circulation of the petition.
  - 4. The petition(s) will be filed with the Immediate Past President on or before the date set by the Board of Directors.
- C. It is the philosophy of the Academy to maximize the number of individuals participating in elected leadership positions, and to encourage all elected leaders to devote the maximum time and attention to their positions. For this reason, Academy elected officers may not, except in extraordinary circumstances, simultaneously hold an elected or appointed executive position in an elected Academy of Nutrition and Dietetics office, or an elected office in a related Academy of Nutrition and Dietetics organizational unit (e.g., affiliate district academy, or Practice Group).
- D. No person is eligible to serve more than one full term in the same office consecutively except the president may serve a second term in the event that the office of President-Elect can't be filled, and Delegate to the Academy of Nutrition and Dietetics House of Delegates (HOD) may serve a second term consecutively.

**Section 3. Ballot. Voting.**

- A. Ballots will be transmitted by regular mail and/or electronic means to the voting members of the Academy at least thirty (30) days prior to the posted deadline for ballot submission.
- B. The Secretary will serve as the teller for the election.
- C. Only ballots received by midnight of the designated date for the closing of the polls are counted. Ballots are screened for five business days after the election's official closing date for valid postmarks or e-mail send dates.
- D. The candidate receiving, respectively, the largest number of votes for the offices of President-elect, Secretary, Treasurer-elect, Delegate, and Nominating Committee member(s) will be elected to those offices.
- E. In the event of a tie vote for an office the election will be determined by lot.
- F. The Academy Secretary will verify the teller's tally of the votes, taking reasonable steps to ensure that the teller's count was accurate.
- G. The Secretary has the responsibility of notifying candidates of election results.

**ARTICLE X. AFFILIATIONS**

**Section 1. District Academies.** One or more district dietetic academies may be formed and will be affiliated with the Academy upon approval of their Bylaws by the Board of Directors.

- A. Each affiliated district Academy will adopt governing documents that are consistent with the Idaho Academy Bylaws. The Idaho Academy Board of Directors must approve revisions or amendments in district governing documents.
- B. Only members of the Academy of Nutrition and Dietetics may be official members of the affiliated district dietetic academies.
- C. The Board shall determine how many districts shall be constituted and how each district shall be defined.

## **ARTICLE XI. INDEMNIFICATION**

Each person who is serving, or who has served, as a director, officer, agent, or committee member in accordance with these By-Laws will be indemnified by the Academy to the fullest extent permitted by the laws of the State of Idaho for any actions taken in good faith while serving in his or her official capacity. The Academy may purchase and maintain insurance on behalf of any such person. This right of indemnification will, for all acts taken while in office, survive beyond the term of office and will inure to the benefit of the heirs, executors, and administrators of said person.

## **ARTICLE XII. BOOKS, RECORDS**

**Section 1. Books and Records.** The Academy shall keep books and records of account(s). It shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors. The names and addresses of the members entitled to vote shall be maintained at the Central Office of this Academy.

## **ARTICLE XIII. SPECIAL RULES AND DISSOLUTION**

**Section 1. Special Rules.** No part of the net earnings of the Academy will inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Academy will be authorized and empowered to make payment and distributions in furtherance of the purpose of the Academy set forth in the Articles of Incorporation. Notwithstanding any other provisions of the Articles in these Bylaws. The Academy will not carry on any activities that are not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(C)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States internal Revenue Code).

**Section 2. Dissolution.** Upon dissolution of the Academy, the Board of Directors will, after paying or making provisions for the payments of all liabilities of the Academy, dispose of all of the assets of the Academy exclusively for the purposes of the Academy in such manner, or to such organizations or organizations which are then qualified as exempt within the meaning of Section 501(C)(6) or 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States internal Revenue Code) as the Board of Directors will determine exclusively for charitable, educational, or scientific purposes.

## **ARTICLE XIV. – PARLIAMENTARY AUTHORITY**

The most current edition of Robert's Rules of Order, Newly Revised, will constitute the parliamentary authority for the conduct of meetings of The Academy in all cases not

specifically covered by the most recent revisions of the Academy of Nutrition and Dietetics. and Idaho Academy Bylaws.

**ARTICLE XV. AMENDMENTS**

**Section 1. Method.** These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the voting members of the Academy Board of Directors.

**Section 1. Notice.** Notice of the proposed amendments(s) will be provided in writing to the Idaho Academy members through the Academy's newsletter, Web Site, or other appropriate communication means not less than thirty (30) days before the vote on the proposed amendment.