

# Bylaws of the DC Metro Academy of Nutrition and Dietetics

## ARTICLE I

### Name

#### **Section 1. Name**

The name of this organization is DC Metro Academy of Nutrition and Dietetics, incorporated in the District of Columbia, also known as DCMAND, hereafter referred to as “the Association” or “this Association.”

## ARTICLE II

### Fiscal Year

#### **Section 1. Fiscal Year**

The fiscal year of the Association is June 1 to May 31.

## ARTICLE III

### Membership

#### **Section 1. Membership Classification**

- A. Membership in this Association will be limited to members of the Academy of Nutrition and Dietetics (Academy), whose primary mailing address, as submitted to the Academy, is within the District of Columbia or, in the alternative, who have formally designated the Association as their sole affiliate of which to be a member. The membership classifications will be those outlined in Article II of the Academy Bylaws.
- B. A member of another affiliate of the Academy may become a supporting member of this Association by applying and paying for a supporter membership in such amounts as the Association may establish. Supporting members will have access to all member benefits, except that they shall not be allowed to run for or hold an elected office in this Association or to cast a vote in elections or other matters requiring a vote of the membership.

#### **Section 2. Membership Listing**

The current list of Association members received from the Academy will be the official membership list of this Association.

#### **Section 3. Member Rights and Privileges**

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

#### **Section 4. Member Communications**

All members whose Academy dues are not in arrears will receive the Association’s publications.

#### **Section 5. Equal Opportunity for Members**

Association programs, activities, and facilities are available to all members without regard to race, color, national origin, sex, age, disability, marital status, personal appearance, sexual orientation, gender identity or expression, family responsibilities, familial status, source of income, place of residence or business, genetic information, matriculation, or political affiliation.

## ARTICLE IV

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## Meetings of the Members

### Section 1. Annual Meeting

There will be an annual educational meeting (the "Annual Meeting") of the members of this Association, except in the case of an emergency declared by the Board of Directors. A written notice of the Annual Meeting, including the place, date, and time, will be sent to each member of the Association, not less than ten [10] working days prior to the date of said meeting.

### Section 2. Business Meeting

- A. There will be an annual business meeting of the members of the Association 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, and written notice of the annual business meeting, including the place, date, and time will be sent to each member of the Association, not less than ten [10] working days prior to the date of said meeting.

### Section 3. Special Meetings

- A. The President or the Board may, by a majority vote, call a special meeting of the members.
- B. A written notice of a special meeting will be sent to Association members including the date, time, location, and purpose no less than ten [10] days prior to the special meeting.

### Section 4. Quorum

At all meetings of the Association membership, the voting members present will constitute a quorum for the transaction of business, except to the extent that the law of the District of Columbia requires a larger number.

## ARTICLE V

### Board of Directors

#### Section 1. General Powers

The governance of the Association will be vested in a Board of Directors, also known as the "Board". The affairs of the Association shall be managed by, or under the direction of, the Board.

#### Section 2. Function of the Board

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

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

#### Section 3. Composition

- A. The Board of Directors consists of the following voting members; President, President-Elect, Immediate Past President, Secretary, Treasurer, Treasurer-Elect, Nominating Committee Chair, Professional Development Committee Chair, Professional Development Committee Chair-Elect,

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and Delegate to the Academy of Nutrition and Dietetics House of Delegates. The Executive Director will serve as an ex-officio member of the Board of Directors. Appointed chair positions will be included on the Board in a non-voting capacity.

- B. The Executive Committee will be composed of the voting members of the Board of Directors. The Executive Director may serve as an ex-officio member of the Executive Committee if deemed necessary by the Board. The Executive Committee shall have the authority to act for the Association 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.

### **Section 4. Board Members Appointed by the District of Columbia Office of Boards and Commissions**

No Registered Dietitian Member of the Board of Dietetics and Nutrition may simultaneously hold another position, voting or non-voting, on the Board. The representative(s) shall act as liaisons between the Governing Bodies that appointed them and the Board.

### **Section 5. Qualifications**

- A. Qualifications shall be consistent with board qualifications set forth in the Academy Bylaws. All Elected Board members must be Active, Retired, or International members of the Academy and the Association.
- B. Non-elected Board positions may be held by any Academy membership category who are also members of this Association.

### **Section 6. Regular Board Meetings**

- A. A minimum of four [4] regular meetings of the Board of Directors will be held annually at such time and place as may be determined by the Board.
- B. Except where precluded by law of the state of incorporation, meetings of the Board of Directors may be held in person or via electronic technology, and members may attend a meeting from a remote location. The Board may also transact business by regular or electronic mail, conference calls, videoconference, or Internet meetings, indicating time and date when votes must be cast.

### **Section 7. Special Board 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 8. Notice of Board 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 or electronic notice to each Director, except that no special meeting of the Board 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 9. 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 or Executive Committee.

### **Section 10. Removal of Directors**

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An elected or appointed officer or director may be removed by affirmative vote by the 2/3 votes of all members of the Executive Committee at an official meeting except to the extent that district law might require the vote of the membership.

## Section 11. Vacancies

If any of the following seats on the Board of Directors become vacant because of death, illness, resignations, disqualification, removal, or any 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 the unexpired term.
- e) **Treasurer:** The individual holding the seat of Treasurer-Elect will succeed to the seat of Treasurer and will complete the unexpired term.
- f) **Treasurer-Elect:** A special election of the membership shall be conducted to select a successor to complete any unexpired term and continue as Treasurer the following year.
- g) **Nominating Committee Chair:** The Nominating Committee First Seat will succeed to the seat of Nominating Committee Chair.
- h) **Professional Development Chair:** The Professional Development Chair-Elect will succeed to the seat of Professional Development Chair.
- i) Should the office of President and President-Elect, and/or the Treasurer and Treasurer-Elect both become vacant at the same time, the Board shall designate an individual to fill the position of President until a special election of the membership has been conducted by regular mail or electronic means at the earliest possible date.
- j) Any other vacancies shall be filled by appointment by the Board of Directors to complete the unexpired term.

## Section 12. Compensation

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

## ARTICLE VI

### Officers

#### Section 1. Officers

The officers of the Association shall be a President, President-Elect, Immediate Past-President, Secretary, Treasurer, Treasurer-Elect, Professional Development Chair, Professional Development Chair-Elect, Nominating Committee Chair, Delegate to the HOD, and any other elected officers depending on the needs of the affiliate. All officers shall take office at the beginning of the fiscal year. Officers shall not, at any time during the term of office, hold an elected office in the Academy.

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- a) **President.** The President will serve for one [1] year, and at the end of this term will assume the office of the Immediate Past-President. The President will ensure the Association'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 Association 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; and supervise and present the annual performance evaluation of the Executive Director and any other contractual employees.
- b) **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 Association towards its strategic direction and values; serve as a 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; and perform the functions of the office of President in the absence or disability of the President.
- c) **Immediate Past-President.** The Immediate Past President will serve for one [1] year after the completion of the term as President. The Immediate Past President will: support the President in leading the Association towards its strategic direction and values; serve as a member of the Board of Directors; and lead review of the bylaws, policies and procedures, or strategic planning as they are due for review.
- d) **Secretary.** The Secretary will serve for two [2] years. The Secretary will: serve as a member of the Board of Directors; issue the call for all regular and special meetings of the Board of Directors and the Association membership; and supervise the recording and distribution of minutes of all Association meetings.
- e) **Treasurer.** The Treasurer will serve for one [1] year as a member of the Board of Directors and the chief financial officer of the Association. The Treasurer will formulate and audit the financial records by the Association Central Office; assist the President-Elect in formulating the annual budget for the following association year; and report the financial status of the Association to the Board of Directors and the membership.
- f) **Treasurer-Elect.** The Treasurer-Elect will serve for one [1] year and, at the end of this term, will assume the office of Treasurer. The Treasurer-Elect will assist the Treasurer in fulfilling the functions of that position as a means of learning the financial affairs of the Association.
- g) **Professional Development Chair.** The Professional Development Chair will serve for one [1] year as a member of the Board of Directors. The Professional Development Chair will be responsible for the planning and execution of all professional development opportunities for this Association.
- h) **Professional Development Chair-Elect.** The Professional Development Chair-Elect will serve for one [1] year and, at the end of this term, will assume the office of Professional Development Chair. The Professional Development Chair-Elect will assist the Professional Development Chair in fulfilling the functions of that position as a means of learning the professional development affairs of the Association.
- i) **Nominating Committee Chair.** The Nominating Committee Chair will serve for one [1] year immediately following their term as Nominating Committee First Seat. The Nominating Committee Chair will serve as the head of preparing a slate of candidates for this Association.
- j) **Delegate.** Each delegate will serve for a three [3] year term and may be re-elected for one [1] additional term of office. A break of at least two [2] years must occur after the term of delegate before being considered as a candidate for another term. The delegate will: serve as a member of the Board of Directors; represent and act on behalf of this Association at all

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meetings of the Academy's House of Delegates; and communicate all business and current issues of the House of Delegates to and from the Board of Directors and the membership.

## **Section 2. Executive Director**

The position of Executive Director shall be a salaried position filled at the discretion of the Board and subject to yearly evaluations that are documented and maintained on file. Subject to direction of the Board of Directors, the Executive Director will be responsible for the day-to-day fiscal and operational management of this Association. 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 Association's office; implement policies of the Association as directed by the Board; communicate regularly with the President and the Secretary and/or Treasurer; and perform services as specified in the current contractual agreement and other authority as the Board may delegate.

## **ARTICLE VII**

### **Committees and Taskforces**

#### **Section 1. Committees**

Committees shall have and may exercise the authority of the Board of Directors in the management of the Association 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. The Board of Directors may, from time to time, designate one or more committees, other than those mandated by these Bylaws, each of which will consist of one chair and such other persons as the President designates. Committees shall function in accordance with the policies and procedures of the Association and these Bylaws.

#### **Section 2. Nominating Committee**

- A. A Nominating Committee will serve as a non-board committee. The primary function of the Nominating Committee shall be to identify, where possible, at least two [2] qualified individuals to be placed on the ballot for election to the offices of the Association as identified in Article VI Officers. Any member of the Association may submit the name of an individual to the Nominating Committee for consideration.
- B. The Nominating Committee will consist of three [3] members elected by the members of the Association to serve three [3] year terms. The Second Seat Candidate is elected every year. The Immediate Past President of the Association will serve as an ex-officio member of the Nominating Committee.
- C. The Nominating Committee will: formulate a ballot according to guidelines specified and submit the official ballot to the Secretary 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. Taskforces and Workgroups**

- A. Task forces and workgroups may, from time to time, be appointed by the President and be maintained by the Board of Directors. Such task forces and workgroups will be assigned activities and projects based on the initiatives of the current Strategic Plan for the Association. Each task force and workgroup will receive its specific charge[s], allocated budget, and projected

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deadline for the completion of the charge(s) in writing from the President or designated Board member.

- a) **Composition.** Each task force or workgroup will consist of at least three [3] Association members in good standing. Once the charge(s) to the task force or workgroup is completed, the task force or workgroup 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 VIII** Amendments

#### **Section 1. Amendments**

- A. Except where District of Columbia law may require the vote of the membership, these Bylaws may be amended by the affirmative vote of two-thirds [2/3] of the voting members of the Association Board of Directors.
- B. Notice of the proposed amendment(s) will be provided, in writing, to the Association members through the Association's newsletter, website, or other appropriate communication means not less than forty-five [45] days before the vote on the proposed amendment.

### **ARTICLE IX** Indemnification

#### **Section 1. Indemnification**

Each person who serves, or who has served, as a director, officer, agent, or committee, taskforce, or workgroup member in accordance with these Bylaws will be indemnified by the Association to the fullest extent permitted by the laws of the District of Columbia for any actions taken in good faith while serving in his or her official capacity. The Association 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 X** Books, Records

#### **Section 1. Records**

The Association shall keep books and records of account. 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 Association.

### **ARTICLE XI** Special Rules and Dissolution

#### **Section 1. Dissolution**

Upon dissolution of the Association, the Board of Directors will, after paying or making provisions for the payments of all the liabilities of the Association, dispose of all of the assets of the Association exclusively

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for the purposes of the Association in such manner, or to such organization 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 Revenue Law) as the Board of Directors will determine exclusively for charitable, educational, or scientific purposes.

### **Section 2. Special Rules**

- A. No part of the net earnings of this Association will inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that this Association will be authorized and empowered to make payments and distribution in furtherance of the purposes set forth in the Articles of Incorporation.
- B. Notwithstanding any other provisions in these Bylaws, the Association 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).