

Missouri Academy of Nutrition and Dietetics

BYLAWS

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**MISSOURI ACADEMY OF
NUTRITION AND DIETETICS
BYLAWS
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The Missouri Academy of Nutrition and Dietetics Bylaws

ARTICLE I. NAME

The name of this organization will be the Missouri Academy of Nutrition and Dietetics, Inc., incorporated in the State of Missouri, also known as MOAND, and is hereafter referred to as "the Association" or "this Association." The Academy of Nutrition and Dietetics, formerly the American Dietetic Association, is hereafter referred to as "the Academy".

ARTICLE II. MEMBERSHIP

Section 1. 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 State of Missouri or who have formally designated the Association as their sole affiliate of which to be a member. Membership classifications will be those outlined in Article II of the Academy Bylaws.

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.

A person who is NOT eligible for Academy membership can not be accepted for membership in this Association, or district associations, but may be granted the status of individual, corporate or not-for profit subscribers by completing an application and paying the applicable fee approved by the board. MOAND Subscribers whose fees are not in arrears shall have access to the following benefits: 1) Access to the Missouri Academy Advocate four times a year; 2) Web postings; 3) A 20% discount on job postings; 4) Logo and links placement on Supporters Webpage; 5) Reduced pricing toward registration fees at MOAND events; 6) Increased visibility to nutrition professionals; 7) Increased access to specialty nutrition professionals throughout the state and 8) Opportunities for involvement in healthcare advocacy efforts. MOAND Subscribers shall NOT have the right to vote in affiliate or district elections, hold office, serve as a committee chair, or receive recognition or Academy member benefits and services.

Section 2. The current list of members of the Academy officially listed in MOAND will be the official membership list of this Association for all purposes.

Section 3. All members of this Association have the rights and privileges as set forth in Article II of the Academy Bylaws, and will have the corresponding rights and privileges in the conduct of business of the Missouri Academy of Nutrition and Dietetics.

Section 4. All members whose Academy dues are not in arrears will receive the MOAND publication(s) and have access to electronic resources.

ARTICLE III. FISCAL YEAR

The fiscal year of MOAND shall be in accordance with the Academy fiscal year (June 1 to May 31).

ARTICLE IV. MEETING OF 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, printed or electronic, 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) nor more than sixty (60) 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, a 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] nor more than sixty [60] working days prior to date of said meeting.

Section 3. Special Meetings.

- A. The President or the Board of Directors may by a majority vote call special meetings of the members.
- B. A written, printed or electronic, notice of special meeting, stating the place, date, time, and purpose, will be sent to each member of the Association not less than ten (10) days prior to date of said 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 state of incorporation 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. 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 Association.
- B. Approve annual budget and strategic plan.

- C. Maintain affiliations with District Dietetic Associations and State Dietetic Practice Groups 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 {AFFILIATE} Bylaws.

Section 3. Composition.

- A. The Board of Directors consists of the following voting members; President, President-Elect, Secretary, Treasurer, Delegate, Directors-At-Large, Public Policy Coordinator (PPC), State Policy Representative (SPR), and Annual Meeting Chair. Other Board members without a vote will be appointed by the President as needed and may include Marketing and Public Relations Chair, Continuing Education Chair, Publications Chair, District Presidents, Reimbursement Representative, State Licensure Liaison, Membership Chair, State Professional Recruitment Coordinator, the Academy Foundation Fundraising Chair, National Awards Chair, Social Media Coordinator and Immediate Past President.
- B. 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. The Executive Committee will be composed of the President, President-Elect, Secretary, and Treasurer.

Section 4. Qualifications. Qualifications shall be consistent with board qualifications set forth in the Academy Bylaws. All Board members must be Active or Retired members of Academy and MOAND

Section 5. Regular Board Meetings.

- A. **Number of Meetings.** A minimum of two (2) regular meetings of the Board of Directors will be held annually at such time and place as may be determined by the Board. Any member of the Association may attend meetings of the Board or Executive Committee.
- B. **Other Means of Business.** 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 6. 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 7. 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 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 except to the extent that state law might require the vote of the membership.

Section 10. 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. **Treasurer** The individual holding the seat of Treasurer-Elect will succeed to the seat of Treasurer and will complete the unexpired term. If the treasurer-elect position does not exist, the Board of Directors will appoint a successor to complete the unexpired term.
- E. **Secretary** The Board of Directors will appoint a successor to complete the unexpired term.
- F. **Treasurer-Elect** The Board of Directors will appoint a successor to complete any unexpired term.
- G. 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 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, a President-Elect, a Secretary, a Treasurer, Directors-At-Large and Delegate(s) to the Academy's House of Delegates (HOD) and other elected offices depending on the needs of the affiliate. All

officers shall take office at the beginning of the fiscal year. An officer shall not, at any time during the term of office, hold an elected office in the Academy or in a district association or state dietetic practice group.

President. The president will serve for one (1) year. The President will ensure that 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 Chair of the Board of Directors and Executive Committee; 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 and any other contractual employees; and perform other duties as described in the policies.

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 Executive Committee and the Board of Directors; present a written proposal for the strategic plan and budget for term as President for approval by the Board; perform the functions of the office of president in the president's absence or disability of the president; and perform other duties as described in the policies.

Secretary. The Secretary will serve for two (2) years. The Secretary will: Serve as a member of the Executive Committee and the Board of Directors; issue the call for all regular and special meetings of the Board of Directors and the Association membership; supervise the recording and distribution of minutes of all Association meetings, issue the Association's official ballots; notify candidates and membership of election results; and perform other duties as described in the policies.

Treasurer. The Treasurer will serve for two (2) years 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 MOAND Central Office; assist the President-Elect in formulating the annual budget for the following association year; report the financial status of the Association to the Board of Directors and the membership; and perform other duties as described in the policies.

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 meetings of the HOD; communicate all business and current issues of the HOD to and from the Board of Directors and the membership; and communicate pertinent professional and practice issues to the district association presidents and state dietetic practice group chairs.

Directors-At-Large. The Directors-At-Large will consist of four (4) members of the Missouri Academy representing the geographic areas of the state established by the Executive

Committee. Members will be elected annually, to a two (2) year term of office, alternating the time of expiration of office so that half are elected each year. The chairman will be appointed by the president-elect from one of the senior members of the Committee.

The Directors-At-Large will serve as the Nominating Committee. As such, they will designate annually, or as otherwise specified, the following candidates for office using qualifications established by the Board: One or more candidates for the office of President-Elect; One or more candidates of Directors-At-Large for each of two positions whose terms will expire; One or more candidates for the offices of Secretary or Treasurer in alternating years; and One or more candidates for each Delegate vacancy; and present the slate to the Executive Committee. Any member of the Association may submit the name of an individual to the Nominating Committee for consideration. The Nominating Committee will submit a report of the designated slate to the Secretary by the date designated by the Board of Directors.

The Directors-At-Large will serve as Board liaisons to district associations in the geographic region or region mutually agreed upon by the Directors; contact the District President prior to and following each Executive Committee meeting to discuss issues and actions; and perform other duties as described in the policies.

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 evaluation 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: 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; perform services as specified in the current contractual agreement and other authority as the Board may delegate.

ARTICLE VII. COMMITTEES, TASK FORCES AND WORKGROUPS

Section 1. A. 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.

B. Number and Qualifications. 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. Task Forces and Workgroups. 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 {AFFILIATE}. Each task force and workgroup 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 workgroup will consist of at least three [3] {Affiliate} members in good standing. Once the charge to the task force or workgroup is completed, and then 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. AFFILIATIONS

Section 1. District Dietetic Associations. One or more district dietetic associations may be formed and will be affiliated with the association upon approval of their bylaws by the Board of Directors and completion of a principles of cooperation agreement.

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

Section 2. Dietetic Practice Groups. A state dietetic practice group may be formed and will be affiliated with this association upon approval of their bylaws by the Board of Directors and completion of a principles or cooperation agreement.

- A. The association will recognize state dietetic practice groups meeting operational and administrative standards established by the association.
- B. A state dietetic practice group will consist of Academy members with an interest in an area of practice regardless of membership classification or employment status.
- C. A state dietetic practice group will engage in activities which meet the needs of its members and are consistent with the Mission, Strategic Plan, and policies of this Association; develop governing documents that are consistent with the Bylaws and policies of this Association; and establish its own dues structure.

ARTICLE IX. INDEMNIFICATION

Each person who serves, or who has served, as a director, officer, agent, or committee member in accordance with these bylaws will be indemnified by the Association to the fullest extent permitted by the laws of the State of Missouri 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 AND RECORDS

The Missouri Academy 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 of the authority of the Board of Directors. The names and addresses of the members entitled to vote shall be maintained through the Academy's Data Management Information System (DMIS).

ARTICLE XI. SPECIAL RULES AND DISSOLUTION

Section 1. Special Rules. No part of the net earnings of the Association will inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Association will be authorized and empowered to make payment and distributions in furtherance of the purpose of the Association set forth in the Articles of Incorporation. Notwithstanding any other provisions of the Articles 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].

Section 2. Dissolution. Upon dissolution of the Association, the Board of Directors will, after paying or making provision for payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively 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.

ARTICLE XII. AMENDMENTS

Section 1. Method. Except where state 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 MOAND Board of Directors.

Section 2. Notice. Notice of the proposed amendment(s) will be provided in writing to the MOAND members through the Association's newsletter, Website, or other appropriate communication means not less than thirty (30) days before the vote on the proposed amendment.