

Delaware Dietetic Association Bylaws
(bolded text = new; BOD approved June 19, 2007)

- Article I Name
The name of this organization will be the Delaware Dietetic Association, Inc., incorporated in the State of Delaware, also know as DDA, hereafter referred to “the Association” or “this Association”.
- Article II Membership
- Section 1. Membership in this Association will be limited to members of the American Dietetic Association (ADA) whose primary mailing address, **as submitted to the ADA, is within Delaware or, in the alternative, who have formally** designated the Association as their sole affiliate for membership purposes. The membership classifications shall be those outlined in Article II of the ADA Bylaws.
- Section 2. The current list of members of the ADA officially listed in Delaware 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 ADA Bylaws, and will have the corresponding rights and privileges in the conduct of business of the Delaware Dietetic Association.
- Section 4. All members whose ADA dues are not in arrears will receive the Delaware Dietetic Association publications.
- Article III Fiscal Year
- The fiscal year of the Association shall be in accordance with the ADA fiscal year (June 1 to May 31).
- Article IV Meetings of Members
- Section 1. Annual Meeting.**
There will be an annual education meeting of the members of this Association, except as cancelled or postponed for good reasons by the Board of Directors. Written or printed notice of the Annual Meeting, stating the place, date, and time, will be sent to each member of the Association, not less than thirty (30) working days prior to date of said meeting.

Section 2. Business Meeting

There will be an annual business meeting of the members of the Association for the purposes 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.

2a. 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 Association, not less than fifteen [15] working days prior to date of said meeting.

Section 3. Special Meetings.

The Board of Directors may by a majority vote call a special meeting of the members. Written or printed notice of a special meeting, stating the place, date, time and purpose will be sent to all members of the Association not less than fifteen (15) 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 government 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:

- 2a. Determine administrative policies and manage the property and funds of the Association.
- 2b. Approve annual budget and strategic plan.
- 2c. Manage activities and initiatives of the Association and coordinate with those of ADA.

2d. Approve amendments to the Delaware Dietetic Association Bylaws.

Section 3. Composition

The Board of Directors will consist of the following voting members: President, President-elect, Immediate Past President, **Secretary-Treasurer, Secretary-Treasurer-elect**, delegate to the House of Delegates, **Public Policy Coordinator**, and Chair of Nominating/Governance. Ex-officio or non-voting members are the appointed chairs of standing committees.

3a. 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-Treasurer.**

Section 4. Qualifications.

Qualifications are consistent with the ADA bylaws. All Board members must be Active or Retired members of ADA and the Delaware Dietetic Association. Other qualifications and skill sets will be consistent with the DDA Nominating/Governance Committee guidelines.

Section 5 Meetings.

5a. **Number of Meetings** The Board of Directors will hold at least four (4) meetings annually at such time and place as may be determined by the Board.

5b. **Other Means of Business** Except where precluded by law of the state of incorporation, meetings of the Board of Directors may 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.

More than half of the current (8) 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.

10a. President -The President-Elect will succeed to the office of President and complete the unexpired term.

10b. President-Elect -The Board position shall remain vacant until a special election by the membership may be implemented.

10c. Delegate & Public Policy Coordinator -The Board of Directors will appoint a successor to complete the un-expired term.

10d. Secretary and Treasurer -The Board of Directors will appoint a successor to complete any un-expired term.

10e. 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. 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, **Secretary-Treasurer. Secretary-Treasurer-Elect**, Delegate to the HOD, **Public Policy Coordinator**, and Chair, Nominating/**Governance**.

1a. President. The President will serve for one [1] year. 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;

1b. 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.

1c. **Secretary-Treasurer.** **The Secretary-Treasurer will serve for one [1] year. The Secretary-Treasurer will be the chief financial officer of the Association. The Secretary-Treasurer 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; supervise the recording and distribution of minutes of all Association meetings, assist the Nominating/Governance Committee as necessary; formulate and audit the financial records; 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.**

1d. **Secretary-Treasurer-Elect.** **The Secretary-Treasurer-Elect will serve for one [1] year, and at the end of this term, the Secretary-Treasurer-Elect will assume the office of Secretary-Treasurer. The Secretary-Treasurer-Elect will assist the Secretary-Treasurer in fulfilling the functions of that position as a means of learning the clerical and financial affairs of The Association.**

1e. Delegate. The Delegate will serve for a three [3] year term and may be reelected for one [1] additional term of office. A break of at least [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 House of Delegates of the ADA; communicate all business and current issues of the House of Delegates to and from the Board of Directors and the membership;

1f. Public Policy Coordinator The Public Policy Coordinator will serve for a three [3] year term and may be reelected for one [1] additional term. The Public Policy Coordinator will: serve as a member of the Board of Directors, represent this association on legislative issues and communicate legislative issues to and from the ADA national legislative committees and the Board of Directors and the membership;

1g. Chair, Nominating/Governance See Article VIII

Article VII 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 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.

1a. 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 chair(s). Committees shall function in accordance with the policies and procedures of the Association and these bylaws.

Section 2 Nominating/Governance Committee.

A Nominating/Governance Committee will serve as a non-board committee. The primary function of the Nominating/Governance Committee shall be to identify qualified individuals to be placed on the ballot for election to the offices of the Association as identified in Article VII Section 1. Officers. Any member of the Association may submit the name of an individual to the Nominating/Governance Committee for consideration.

2a. Composition. The Nominating/Governance Committee will consist of three [3] members elected by the members of the Delaware Dietetic Association to each serve a **three [3] year term. One new member will be elected each year. The 3rd year member serves as the Chair.** The immediate Past President of the Delaware Dietetic Association will serve as an ex-officio member of the Nominating Committee.

2b. Functions. The Nominating/Governance Committee will: formulate a ballot according to guidelines specified and submit the official ballot to the Secretary-Treasurer by the date designated by the Board of Directors. Other responsibilities include managing the Awards of the Association; **drafting a recruitment plan & continuously cultivating new prospects; ensuring that all board members are educated on their responsibilities and ensuring the board conducts a self-assessment.** 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.

Article VIII Nominations and Elections

Section 1. Nominations.

The Nominating/Governance 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-Treasurer-Elect.**
3. At least two [2] candidates for the position of Delegate and **Public Policy Coordinator**, as needed.
4. **At least two candidates for the one needed member of the Nominating/Governance Committee**

Section 2. General Criteria.

2a. **If the Nominating/Governance Committee after reasonable effort is unable to nominate two willing candidates who otherwise meet the qualifications for office, as may be further defined by DDA materials, a single candidate slate may be submitted to the membership.**

2b. **Write-in candidates. The option of a write-in candidate as a right of membership exists in any election. Write-in nominations may be added directly to the ballot. However, no write-in candidate may be elected who does not meet the established qualifications for office.**

2c. **It is the philosophy of the Association 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, Delaware Dietetic Association elected officers may not, except in extraordinary circumstances, simultaneously hold an elected or appointed executive position in an elected ADA office, or an elected office in a related ADA organizational unit (e.g., DPG).**

2d. No person is eligible to serve more than one full term in the same office consecutively except under extraordinary circumstances when the nominating committee is unable to solicit an alternative candidate and the position can't be filled otherwise.

2e. Members of the Nominating/Governance Committee will not be eligible to be a candidate for an elected office of the Association.

Section 3. Ballot and Voting.

3a. The Chair of the Nominating/Governance Committee will appoint a teller who has responsibility for receiving and tallying the votes.

3b. Ballots will be transmitted by regular mail **and/or electronic means** to the voting members of the Association at least twenty-one [21] days prior to the posted deadline for ballot submission.

3c. The majority of the votes cast to constitute an election

3d. 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**.

3e. The candidate receiving, respectively, the largest number of votes for the offices of President-elect, **Secretary-Treasurer-elect**, Delegate, **Public Policy Coordinator**, and **Nominating/Governance Committee member** will be elected to those offices.

3f. In the event of a tie vote for an office, the election will be determined by lot.

3g. The Chair of the Nominating/Governance Committee will verify the teller's tally of the votes, taking reasonable steps to ensure that the teller's count was accurate

3h. The Chair of the Nominating/Governance Committee has the responsibility of notifying candidates of election results and the Board of Directors.

Article IX 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 Association to the fullest extent permitted by the laws of the State of Delaware 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 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 of the authority of the Board of Directors. The names and addresses of the members entitled to vote shall be maintained by the secretary of the Association.

Article XI Special Rules and Dissolution Clause

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 the payment of all the liabilities of the Association, dispose of all of 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 Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding revision of any subsequent U.S. Revenue Law) as the Board of Directors will determine.

Article XII 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 Association in all cases not specifically covered by the most recent revisions of the ADA and Delaware Dietetic Association Bylaws.

Article XIII Amendments

Section 1. Method. Except as may otherwise be precluded by law, these bylaws may be amended by the affirmative vote of two-thirds (2/3) of the voting members of the Delaware Dietetic Association Board of Directors.

Section 2. Notice. Notice of the proposed amendment[s] will be provided in writing to the Delaware Dietetic Association members through the Association's newsletter, Web Site, or other appropriate communication means not less than thirty [30] days before the vote on the proposed amendment.