

BYLAWS OF THE NEVADA DIETETIC ASSOCIATION

ARTICLE I – NAME/MISSION

The Nevada Dietetic Association (NDA) promotes optimal nutrition and well being for all people by advocating for its members.

ARTICLE II - MEMBERSHIP

Section 1 Membership in the Nevada Dietetic Association will be limited to members of the American Dietetic Association whose official mailing address **or** designated affiliate is listed as Nevada. The membership classifications shall be those outlined in Article II of the American Dietetic Association Bylaws.

Section 2. The current list of members of the American Dietetic Association officially listed in Nevada will be the official membership list of **NDA** for all purposes.

Section 3. All members of the Nevada Dietetic Association have the rights and privileges as set forth in Article II of the Bylaws of the American Dietetic Association, and will have the rights and privileges in the conduct of business of NDA.

Section 4. All members whose ADA dues are not in arrears will receive the Nevada Dietetic Association’s publications.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Meeting. There will be an annual educational meeting of the members of the Nevada Dietetic Association, except in case of an emergency declared by the Board of Directors.

Section 2. Business Meeting.

- a. There will be an annual business meeting of the members of NDA for the purpose of presenting annual reports and conducting any other business deemed appropriate. This meeting will be held in conjunction with the annual education meeting of the Association unless otherwise stipulated by the Board of Directors.
- b. Written or printed notice of the annual education and/or business meeting, stating place, date, and hour of the meeting as fixed by the Board of Directors, will be sent by the secretary of NDA to all members at least 14 days before said meeting.

Section 3. Special Meetings.

- a. Special meetings of the members may be called by the Board of Directors.
- b. Written or printed notice of said meeting stating the place, date, hour, and purpose will be sent by the secretary of the Association to all members of NDA at least five (5) days before said meeting.

Section 4. Quorum. The quorum for the annual business meeting and any special meetings will be 2/3 of the voting members present at the meeting.

ARTICLE IV- GOVERNING BOARD

Section 1. The Board of Directors. The Board will be responsible for the Nevada Dietetic Association's mission and be the broad policy making and governing body. The Board will manage the fiscal affairs, direct the implementation of approved actions and monitor outcomes. The Board of Directors members will attend all Board meetings which are called by notice from the Secretary, and which are presided over by the President. Parliamentary procedure during Executive Board meetings will be guided by the most recent edition of Roberts Rules of Order Newly Revised.

The Board of Directors and officers of the Association shall have no authority to establish compensation for services to the Association as an officer, except the Board of Directors may establish and pay compensation to an Executive Director for services to the Association. An officer may be paid their expenses related to the duties of their office. This section shall not preclude any director from serving the Association in any other capacity and receiving compensation for such service.

Section 2. Composition. The Board of Directors will consist of the following elected, voting members: President, President-Elect, Secretary, Treasurer, Delegate to the House of Delegates (HOD), Chair of the Legislative Committee, and Chair of the Nominating Committee. Non-voting members of the Board include District Presidents, presidents of the student associations, the immediate Past President of NDA and members of the nominating committee. All appointed officers including the Web Administrator, State Media Representative, State Professional Recruitment Coordinator (SPRC), Nutrition Services Payment System (NSPS) Representative, and the National Nutrition Month Coordinator are also non-voting members.

Section 3. Function.

- a. Determine administrative policies and manage the property and the financial affairs of NDA.
- b. Carry out the long-range planning that is in concert with the purpose of NDA and with the long-range objectives of the ADA.
- c. Select and appoint appropriate representatives for liaison with allied groups and organizations.
- d. Establish guidelines and policies, as set forth by the ADA for publications, awards and honors.
- e. Provide leadership for professional initiatives.
- f. Establish the public policy and legislative agenda.
- g. Determine dates and places for Association meeting.

Section 4. Meetings. The Board will hold at least two (2) meetings each year. All members of the Association are welcome to attend.

Section 5. Special Meetings. Special meetings of the Board may be called by or at the request of the president or any other four (4) Board members. The person or persons authorized to call special meetings of the Board may fix the place and time for holding any special meetings.

Section 6. Notice. Notice of any special meetings of the Board will be given at least five (5) days before the meeting by written notice delivered personally or sent by first class mail, electronic mail or fax to each member.

Section 7. Quorum. Two-thirds (2/3) of the voting members of the Board will constitute a quorum for the transaction of business at any meeting of the Board. If less than two-thirds (2/3) of the Board are present at said meeting, a majority of the Board present may adjourn the meeting without further notice.

Section 8. Manner of Acting.

- a. The act of a majority of the Board at the meeting at which a quorum is present will be the act of the Board except where otherwise provided by law or by these Bylaws. This provision also applies to meetings conducted by teleconference.
- b. The Board may transact business by mail, fax or electronic mail. Matters must be submitted to the Board in writing and delivered by first

class mail, fax or electronic mail for vote and decision. In order for the mailed, faxed or electronic vote to be valid, two-thirds (2/3) of the voting members of the Board must return their ballots within two (2) weeks after submission, marked with the timely date. Of the ballots received, a majority of the votes cast will determine the question.

ARTICLE V - ELECTED OFFICERS AND OFFICIALS

Section 1. Officers. The voting officers of the Nevada Dietetic Association will consist of the following elected officers: President, President-elect, Secretary, Treasurer, Delegate, Chair of the Legislative Committee, and Chair of the Nominating Committee. The officers will take office at the beginning of the fiscal year following their election by ballot. Officers must be members in good standing of the American Dietetic Association. Officers may hold only one office at a time in the Association.

a. President: The President will:

- 1) Have served as a member of the Board for at least one year in a voting capacity.
- 2) Be elected by the members to serve for one (1) year,
- 3) Serve as chief executive officer of the Association and the chair of the Board of Directors and its Executive Committee.
- 4) Preside at all meetings of the Association.
- 5) Appoint the chair and members of any special committees of the Board of Directors and official Association representatives.
- 6) Serve as a member ex-officio without vote on committees of the Board of Directors.
- 7) Have the general powers of supervision and active management usually vested in the office of President.
- 8) Ensure former members and non-member Registered Dietitians and Dietetic Technicians are contacted for retention and recruitment.
- 9) Appoint tellers to tally election results
- 10) Identify an individual to maintain the official NDA membership directory.

b. President-Elect: The President-Elect will:

- 1) Have served as a member of the Board for at least one year in a voting or non-voting capacity.
- 2) Be elected by the members to serve for one (1) year.
- 3) Serve for one (1) year and at the end of this term the president-elect will become president.
- 4) Serve as a member of the Board.
- 5) Perform the functions of the office of president in the president's absence or when the president is unable to perform the functions of the president as determined by the Board.
- 6) Chair the Budget Committee.
- 7) Appoint the chair and members of all standing committees to serve during the president-elect's term as president.
- 8) Perform such other duties as may be designated by the Board.
- 9) Serve as Program Chair for the annual meeting.

c. Secretary: The Secretary will:

- 1) Be elected by the members to serve for two (2) years.
- 2) Be responsible for the recording and filing of the minutes of meetings of the Board and of the Association membership meeting.
- 3) Responsible for maintaining the official files of the Association
- 4) Direct the nominating committee on the development and mailing of the official ballot to each member eligible to vote.

- 5) Notify each candidate for office of the election results.
- d. Treasurer: The Treasurer will:
 - 1) Be elected by the members in the alternate year from when the secretary is elected to serve for two (2) years.
 - 2) Have custody of all funds and securities of the Association.
 - 3) Serve as a member of the Budget Committee.
 - 4) Maintain full and accurate financial records that are audited biannually.
 - e. Delegate to the House of Delegates: The Delegate will:
 - 1) Have been a member of ADA for at least three (3) consecutive years immediately preceding the term as delegate.
 - 2) Be a member of the Nevada Dietetic Association
 - 3) Be elected by the members to serve three (3) years.
 - 4) Be able to be re-elected.
 - 5) Take office at the time the national elected officers assume their offices.
 - 6) Provide representation for NDA at HOD meetings and identify a delegate proxy to attend the meeting in her/his place if unable to attend. The delegate proxy must meet the same qualifications as the Delegate and be approved by the Board.
 - 7) Be present in person at meetings of the HOD.
 - f. Chair of the Legislative Committee: The Chair will:
 - 1) Be elected by the members to serve for three (3) years (one year as Chair-elect, and two years as chair).
 - 2) Be responsible for channeling information on pertinent state and federal legislative issues from ADA to District Legislative Committee members.
 - 3) Plan and coordinate legislative action as approved by the Board.
 - g. Nominating Committee: The Nominating Committee will:
 - 1) Consist of three (3) elected members who each serve a term of three (3) years. One new member is elected each year. The person serving the third year will act as Chair.
 - 2) Function as defined in Article VII in these Bylaws.
 - 3) Be responsible for soliciting candidates for affiliate and national awards and completing appropriate paperwork for such awards.
 - h. Past President: The Past President will:
 - 1) Serve one (1) year immediately following the year as President.
 - 2) Serve in the capacity of advisor to the Board as a non-voting member.
 - 3) Chair the Bylaws Committee.

Section 2 - Other Board Members - Officials appointed by the Board who do not have voting rights include: The Web Administrator, State Media Representative, SPRC, NSPS Representative, National Nutrition Month Coordinator, and other committee chairs as deemed necessary by the Board. District and student association presidents are also non-voting members of the Board.

- a. Web Administrator: The Web Administrator will:
 - 1) Be appointed by the Board to serve a two (2) year term. May be appointed to serve successive terms at the discretion of the Board of

- Directors.
- 2) Be responsible for coordinating the NDA website according to the guidelines set forth in the Policy and Procedure Manual.
- b. Media Representative: The Media Representative will:
 - 1) Be appointed by the Board to serve a two (2) year term.
 - 2) Is eligible to serve for two (2) successive terms to promote the accomplishment for long-range public relations goals and objectives.
 - 3) Oversee and carry out state public relations goals and objectives in accordance with ADA objectives.
 - c. State Professional Recruitment Coordinator (SPRC): The State Professional Recruitment Coordinator will:
 - 1) Be appointed by the Board to serve a two (2) year term.
 - 2) Is eligible to serve for two (2) successive terms to promote the accomplishment of long-range professional recruitment goals and objectives.
 - 3) Oversee and carry out state professional recruitment activities with the District Associations in accordance with ADA objectives.
 - d. Nutrition Services Payment System (NSPS) Representative: The Nutrition Services Payment System Representative will:
 - 1) Be appointed by the Board to serve a two (2) year term.
 - 3) Is eligible to serve for two (2) successive terms to promote accomplishment of long-range reimbursement goals.
 - 3) Serve as liaison between ADA and NDA members via reports of NDA members and ADA's NSPS contact.
 - 4) Coordinate NDA NSPS efforts via chairmanship of the NSPS committee.
 - e. National Nutrition Month Coordinator: The National Nutrition Month Coordinator will:
 - 1) Be appointed by the Board to serve a two (2) year term.
 - 2) Coordinate National Nutrition Month activities with district associations.

ARTICLE VI - STANDING COMMITTEES

Appointment to committees of the Board will be on an as needed basis. The president or president-elect will appoint the chairs of the standing committees to serve during their terms. Committee chairs and members may be reappointed. Additional committees may be established by the Board, as needed. Standing committees are changed via amendment of the Bylaws.

Section 1. Standing Committees:

- a. Legislative Committee: This committee will maintain a close liaison with the ADA Advisory Committee on Legislation and Public Policy. The committee will consist of a Chair and at least two (2) committee members. The Chair will be elected for a term of three (3) years. The committee members will be appointed by the District Presidents, one from the Northern Nevada District Association and the other from the Southern Nevada District Dietetic Association, on a yearly basis. The Legislative Committee Chair also serves as the Legislative Network Coordinator (LNC) for Nevada.
- b. Media Relations Committee: The chair of this committee will be the Media Representative or an individual appointed by the president. The chair will be responsible for coordinating all public relations activities with the Association and will coordinate activities with other pertinent committee chairs or Association members as appropriate.
- c. NSPS Committee: The committee will consist of a Chair and at least one (1) member. The Chair will be appointed by the Board to serve a two (2) year term. The committee member will be a member of the district not represented in the chairmanship whenever possible and will be appointed by the president of her/his district.
- d. SPRC Committee: The committee will consist of a Chair and at least one (1) member. The Chair will be appointed by the Board

to serve a two (2) year term. The committee member will be a member of the district not represented in the chairmanship whenever possible and will be appointed by the president of her/his district.

Section 2. Special and Ad Hoc Committees: Other committees will be established by the Board as needed to carry out specific programs and activities. This will include Budget and Bylaws committees.

ARTICLE VII - ELECTIONS AND NOMINATIONS

Section 1. Nomination process: The Nominating Committee will annually designate candidates for offices as outlined in the NDA Bylaws and Policy and Procedure Manual. All candidates for office must be active members of the Association and status will be verified before the official ballot is printed. The Nominating Committee will secure consent to serve from each person whose name will appear on the ballot. Any member of the Association may submit the name of an individual to the Nominating Committee for consideration, or a candidate for office may be placed on the ballot for election by petition if they meet the qualifications for office. Petition forms and procedures shall be available on request to the Secretary.

Section 2. Re-election: Any Board member who has completed a term may be re-elected. No person will hold more than one elected office simultaneously.

Section 3. Election process: Annual elections of the Association will be conducted by mail. One or more candidates for the office of President-Elect, Secretary (elected in alternate years), Treasurer (elected in alternate years), Delegate (elected every third year), Chair of the Legislative Committee (elected every third year), and one member for the Nominating Committee will be included on the ballot. Upon verification by the Board, the ballot becomes official. The ballot will be developed to allow for write-in candidates. Only ballots delivered or postmarked by midnight of the designated closing date will be counted. Election will be determined by plurality vote of ballots returned. Ballots will be returned to the tellers, who will report to the President and to the Secretary who will notify all candidates of election results and record election results.

Section 4. Tie votes: In the event of a tie, the election will be determined by lot.

Section 5. Vacancies: If any of the following offices become vacant because of death, resignation, 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 the President and then will serve until the beginning of the fiscal year following the vacancy.
- b. President-Elect. A special election by the membership will be conducted by mail.
- c. The Board will appoint a successor to fill any unexpired term of the Secretary, Treasurer, Delegate, Web Administrator, Media Representative, Chair of the Legislative Committee, or member of the Nominating Committee.

Section 6. Removal of officers: Any elected officer or appointed chair or committee member may be removed from office by an affirmative vote of the majority of the Board, when in their judgment, the best interests of the Association would be served thereby. The Board will establish criteria and the process for removal of officers in the Policy and Procedures Manual.

Section 7. Officers take office: All newly elected officers will take office at the beginning of the fiscal year except as otherwise specified in these bylaws.

ARTICLE VIII - FISCAL YEAR AND REBATES

Section 1. The fiscal year of the Association will be determined by the Board of Directors.

Section 2. Rebates are made from the American Dietetic Association to the state. No dues will be collected.

ARTICLE IX – INDEMNIFICATION AND NON-LIABILITY

Indemnification. The Association will indemnify all officers and directors of the Association to the full extent permitted by state law and may indemnify other persons acting for and on behalf of the Association. The Association may purchase insurance to indemnify officers, and the directors of the Association, and other persons acting as determined by the Board of Directors.

ARTICLE X - AFFILIATED DISTRICT DIETETIC ASSOCIATION

NDA and affiliated District Associations are linked together by professional and legal bonds. The nature of state and district responsibilities to the other will be outlined in the NDA Policy and Procedure Manual. Affiliated District Dietetic Associations will include the Northern Nevada District Dietetic Association and the Southern Nevada Dietetic Association. Only members of the NDA may be members of affiliated District Dietetic Associations. Each affiliated district association will adopt governing documents that are consistent with ADA and NDA Bylaws. Changes in District Association bylaws will be approved by the Board of Directors of NDA.

ARTICLE XI - CODE OF ETHICS FOR THE PROFESSION OF DIETETICS

Section 1. The Association adopts the ADA code of ethics as its own. Members failing to abide by the ADA Bylaws and Code of Ethics are subject to ADA disciplinary proceedings and, as a result thereof, may be censured, suspended, or expelled from membership in the ADA and the Association.

Section 2. By accepting and maintaining membership in the ADA, each member releases and holds harmless ADA and the Association and its respective officers, officials, and agents from and against any claims, demands, or liability whatsoever relating to the applications, interpretation, or enforcement of the Bylaws and Code of Ethics by the ADA and the Association.

ARTICLE XII - PUBLICATIONS

Section 1. All official ADA publications are endorsed by the Nevada Dietetic Association. Any article or publication authored by a member of the Nevada Dietetic Association published in an ADA publication is endorsed by the Nevada Dietetic Association. The Association does not endorse or take responsibility for any publication or article authored by any member of the Nevada Dietetic Association that does not appear in an official ADA document. The official seal (logo) of the Nevada Dietetic Association may be used only as approved by the Board of Directors.

ARTICLE XIII – 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 at the principal office of the Association.

ARTICLE XIV - DISSOLUTION

Section 1. Upon dissolution of NDA, the Board, after paying or making provision for payment of all the liabilities of the Association, will dispose of all of its assets exclusively to such organization or organizations operating exclusively for charitable, educational, or scientific purposes that will at the time qualify as an organization or organizations exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Revenue Law) as the Board will determine.

Section 2. No part of the net earning of NDA will inure to the benefit of or be distributed to its members, officers, or other private persons, except that the Association will be authorized and empowered to make payments and distributions in the furtherance of the purposes set forth in Article II of these Bylaws. Notwithstanding any 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 1954 (or the corresponding provision of any subsequent United States Internal Revenue Law).

ARTICLE XV - PARLIAMENTARY AUTHORITY

Section 1. The most recent edition of *Roberts Rules of Order Newly Revised* will constitute the parliamentary authority for the conduct of meetings of the Association and in all cases not covered by the most recent revision of the American Dietetic Association Bylaws and the Bylaws of the Association.

ARTICLE XVI - REVISIONS AND AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the membership voting at an annual meeting or by direct mail of members. Written notice of the proposed change will be mailed to all members of the NDA who are entitled to vote stating what is recommended and why it is recommended to be changed. This notice will be mailed at least 30 days prior to the meeting at which the amendment is to be voted or the date at which mail-in ballots must be postmarked. Method of voting will be determined by the Board.

Date of Revision:
3/98
8/02

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