

The Wyoming Dietetic Association BYLAWS

An Equal Opportunity Organization

Amended March 18, 2000
Revised May 31, 2000
Amended September 21, 2001
Amended January 10, 2002
Amended March 10, 2003
Amended July 15, 2004
Amended March 18, 2005
Amended January 30, 2006
Revised May 10, 2007

ARTICLE I NAME

The name of this organization will be The Wyoming Dietetic Association, Inc., incorporated in the State of Wyoming, also known as WDA, hereafter referred to as "WDA or "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 Wyoming or who have formally designated the Association as their sole affiliate. The membership classifications will be those outlined in Article II of the ADA Bylaws.

Section 2. The current list of members of the ADA officially listed in Wyoming 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 Wyoming.

Section 4. All members whose ADA dues are not in arrears will receive the Wyoming publications.

ARTICLE III FISCAL YEAR

The fiscal year of Wyoming shall be in accordance with the ADA fiscal year (June 1 to May 31)

ARTICLE V MEETINGS OF MEMBERS

Section 1. Annual Meeting There will be an annual educational meeting of the members of this Association (the "Annual Meeting"), 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 Association, 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 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, 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.

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 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.

ARTICLE VI. 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," To be elected by the membership of the Association in accordance with these bylaws. 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 and approve liaisons with appropriate organizations if applicable.
- d. Manage activities and initiatives of the Association and coordinate with those of ADA.
- e. Approve amendments to the Wyoming Bylaws.

Section 3. Composition.

A. The Board of Directors will consist of the following voting members; President, President-Elect, Immediate Past President, Secretary, Treasurer, and delegate to the House of Delegates, Chair Council on Professional Issues, Chair of the Nominating Committee and Chairs of all Standing Committees. These members will have a vote at the Board meetings.

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 are consistent with the ADA bylaws. All Board members must be Active or Retired members of ADA and WDA. For president elect the candidate must have experience through WDA board or committee work.

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 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 a majority vote of all members of the organization present at an official meeting called specifically for removing that officer or director.

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 un-expired term or terms.

D. **Secretary** The Board will appoint a successor to complete the un-expired term.

E. **Treasurer** The Board will appoint a successor to complete the un-expired term.

F. **Nominating Committee Chair** The Board will appoint a successor to complete the un-expired term.

G. **Council on Professional Issues Chair** The Board will appoint a successor to complete the un-expired term.

H. 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 be 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 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 VII. OFFICERS

Section 1. Officers. The officers of the Association shall be as set forth below.

All officers shall take office at the beginning of the fiscal year (June 1). An officer shall not, at any time during the term of office, hold an elected office in ADA or dietetic practice group.

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 of committees, task forces and work groups; preside at meetings of the full membership and Board of Directors; issue the call for all meetings by the Board.

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; serve as General Chair for the annual education meeting; appoint chairs of all committees to serve during the President-elect's term as President.

Secretary The Secretary will serve a two [2] year term. The Secretary will: serve as a member of the Board of Directors; supervise the recording and distribution of minutes of all Association meetings, issue the Association's official ballots and notify candidates and membership of election results; formulate and audit the financial records by WDA..

Treasurer The Treasurer will serve a two [2] year term. The Treasurer will be the chief financial officer of the Association. The Treasurer will: serve as a member of the Board of Directors; have custody of all funds and securities of WDA; see that full and accurate financial records are kept and audited annually 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 Director and the membership. In the event added funding is needed for a non-budgeted project or item, the Finance Committee (appointed by the WDA Treasurer) will

meet to review funding options and present the amount and revised budget to the WDA board in a timely manner.

Chair of the Council on Professional Issues The Chair of the Council on Professional Issues will serve a two (2) year term. The Chair of the Council on Professional Issues will coordinate and monitor Council on Professional Issues activities; advise the Board on Quality Assurance issues; facilitate the development of Standards of Practice; maintain membership in at least three (3) ADA Dietetic Practice Groups (DPG) and [provide a report of selected DPG activities to members via the Range Rider newsletter.

Chair and Members of the Nominating Committee The Nominating Committee will consist of three (3) members. The member receiving the highest number of votes cast by the members voting during the annual election will serve as chair. The immediate Past President will be an ex-officio member. The members of this committee will serve two (2) year terms with staggered terms so that two members are elected in odd years and one elected in even years. Duties include designation annually, or as otherwise specified the candidates for office as indicated in Article IX, Nominations and Elections.

Delegate Each delegate will serve for a three [3] year term and may be re-elected. 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; and communicate pertinent professional and practice issues to the Association.

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 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.

Section 1.a Awards Committee This committee will consist of a Chair and as many WDA members as needed. The duties include: initiate recruitment for state and national awards among WDA membership; arrange certificates and plaques for awards; track history of awards presented.

Section 1.b Bylaws Committee This committee will consist of the immediate Past President as Chair and as many WDA members as needed. The duties include review annually the bylaws if WDA and report

proposed amendments to the Board and ADA; see that the Board receives the proposed bylaws amendments for vote by the members, in accord with these bylaws.

Section 1.c Fundraising Committee This committee will consist of a Chair and as many WDA members as needed. Duties include advocate WDA and for ADA Foundation.

Section 1.d Finance Committee The Chair of this committee is the Treasurer. The chair will appoint WDA members to the committee, as needed. Duties include prepare the budget with assistance from the President for Board approval; serve in an advisory capacity to the Board and given counsel upon any and all financial matters affecting WDA; select two to three (2-3) qualified persons to audit the books annually.

Section 1.e Media/Public Relations This committee will consist of a Chair and as many WDA members, as needed. Duties include promote WDA members as credible nutrition resources; promote and coordinate National Nutrition month activities; promote Nutrition and Dietetics as a profession.

Section 1.f Communications This committee should consist of a Chair and as many WDA members, as needed. Duties include provide the WDA newsletter to members with frequency of the Newsletter to be determined by the Board; represent WDA in all matters regarding WDA web site; update web site with a frequency defined by WDA Board; Keep the WDA Board informed regarding issues related to WDA web site.

Section 1.g Registration/Continuing Education This committee will consist of a Chair and as many WDA members as needed. Duties include assess the educational needs of WDA members; approve or request approval of the ADA for continuing education credit hours for sponsoring programs within the State of Wyoming.

Section 1.h Membership This committee will consist of a Chair and as many WDA members as needed. Duties include membership recruitment and member retention.

Section 1.i. Annual Conference This committee will consist of a Chair and as many WDA members as needed. The president elect will serve on this committee. Duties include planning and executing the annual education conference.

VIII Special/Ad Hoc Committees Special/Ad Hoc Committees will be appointed as the need arises by the President and/or President-elect.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

A. The Nominating Committee will formulate an annual ballot consisting of the following:

- Designate annually two (2) candidates for the office of President-elect.
- Designate annually four (4) or more candidates for the Nominating Committee.
- Designate biennially in alternate years, two (2) candidates for the office of Secretary and Treasurer.
- Designate every three (3) years, two candidates for the office of Delegate.
- Designate biennially, two (2) candidates for the office of the Council on Professional Issues Chair.
- The committee will submit a written report identifying WDA members nominated for the elections to the Board at least 30 days prior to the election year.
- The Nominating Committee will be responsible for mailing and tallying the ballots for the annual election.

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 ADA 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 Association.
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 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, Wyoming 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., affiliate district association, or DPG).

D. 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.

E. Members of the Nominating Committee will not be eligible to be a candidate for an elected office of the Association.

Section 3. Ballot and Voting.

1. The Nominating Committee will prepare the official ballot by January 15.
2. This ballot will be transmitted by regular mail and/or electronic means to the voting members of the Association by February 1. The WDA official administrative secretary maintains the membership list for mailing of the ballots.
3. Only ballots received or postmarked by midnight of March 1 will be counted. All mailed ballots must have WDA member's signature present to be accept for tallying.
4. The chair of the Nominating committee will tally the votes with verification by another member of the committee. Results will be provided to the WDA secretary who will contact all candidates regarding the outcome of the elections. If the chair of the committee is on the current ballot, another member of the committee who is not on the ballot will tally the ballots. Ballots are to be counted by March 15.
5. A majority of votes cast will constitute an election.
6. The official ballot may be combined with the awards ballot.
7. Each candidate may submit a maximum of ½ page resume for the ballot.
8. The candidate receiving, respectively, the largest number of votes for the offices of will be elected to those offices. The two remaining candidates for the Nominating Committee with the highest number of votes will be elected as members of this committee.
9. In the event of a tie vote for an office the election will be determined by lot.
10. The Secretary has the responsibility of notifying candidates of election results.

ARTICLE X. 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 Wyoming 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 XI. BOOKS, RECORDS

Section 1. 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 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 XII. 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 provisions for the payments 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 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 Revenue Law) as the Board of Directors will determine exclusively for charitable, educational, or scientific purposes.

ARTICLE XIII. – 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 Wyoming Bylaws.

ARTICLE XIV. AMENDMENTS

Section 1. Method. These Bylaws may be amended by the affirmative vote of two-thirds [2/3] of the votes cast by the voting members.

Section 2. Notice. Notice of the proposed amendment[s] will be provided in writing to the Wyoming 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.