

**The Montana Dietetic Association, Inc.**

**Bylaws**

**2002**

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# **The Montana Dietetic Association, Inc.**

## **Bylaws**

### Article I – Name

This association shall be known as The Montana Dietetic Association, Inc. (hereafter referred to as MDA, the Association or this Association).

### Article II – Mission

The Montana Dietetic Association is the advocate of the dietetic profession serving the public through the promotion of optimal nutrition, health and well being.

### Article III – Membership

Section 1. Membership in this Association will be limited to members of The American Dietetic Association (ADA) whose official mailing address is listed in Montana. Membership classifications will be those set forth in Article III of ADA Bylaws.

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

Section 3. All members of this Association have the rights and privileges set forth in Article III of ADA Bylaws and will have the corresponding rights and privileges in the conduct of business in MDA.

Section 4. All members whose ADA dues are not in arrears will receive all MDA publications.

### Article IV – Fiscal Year

The fiscal year of this Association will be determined by the Board of Directors (BOD).

### Article V – Elected Officers/Officials

Section 1. **Officers/Officials.** The elected officers of MDA will consist of president, president-elect, secretary, treasurer and delegate. The elected officials are the professional issues chair, at-large board members and nominating committee.

Section 2. **Assumption of Office.** Officers/officials, with the exception of the delegate, will assume office after this Association's Annual Meeting and will serve until their specific term(s) expire. The delegate will take office at the same time as the elected officers of ADA assume office.

Section 3. **Terms and Duties.** Current job descriptions and time lines are in the policies and procedures of this Association and are in each officer's/official's handbook. Terms of office and the major duties of the elected officers/officials are as follows:

- A. The **President** will:
  - Serve for one (1) year in this position.
  - Automatically become past-president the next year.
  - Serve as chief executive officer of MDA.
  - Serve as chair of the Board of Directors (BOD).
  - Appoint any committee chairs/committees, other than the nominating committee, needed during term of office.
  - Serve as ex-officio member of all committees except the nominating committee.
  - See that all MDA and BOD actions are carried out.
  - Represent MDA at meetings of allied groups or appoint a representative.
  - Have the general powers of supervision and active management usually vested in this office.
  - Perform other duties as directed by the BOD.
  
- B. The **President-Elect** will:
  - Serve for one (1) year in this position.
  - Automatically become president the next year.
  - Serve as a member of the BOD.
  - Perform the functions of the office of the president in the absence or disability of the president as determined by the BOD.
  - Appoint any committee chairs/committees, other than the nominating committee, to serve during term as president.
  - Plan projects/work for presidential year.
  - Perform other duties as directed by the BOD.
  
- C. The **Secretary** will:
  - Serve for two (2) years.
  - Serve as a member of the BOD.
  - Take and maintain minutes of the BOD and MDA meetings.
  - Verify that a quorum is present at BOD meetings.
  - See that Bylaws are kept current.
  - Provide copies of the minutes.
  - Maintain official membership lists.
  - Perform other duties as directed by the BOD.

- D. The **Treasurer** will:  
Serve for two (2) years.  
Serve as a member of the BOD.  
Have custody of all MDA funds.  
Keep full, accurate and timely financial records.  
Direct the preparation of the annual MDA budget.  
Report the financial status of MDA to the BOD and MDA.  
Perform other duties as directed by the BOD.
- E. The **Delegate** will:  
Be a member of MDA and be in a member classification entitled to hold this office.  
Have been a member of ADA for at least three (3) consecutive years immediately preceding term as delegate.  
Serve for three (3) years.  
Serve as a member of the BOD.  
Represent Montana membership in person at the ADA House of Delegates (HOD), actively participating in the sessions and acting as a resource person regarding MDA activities and policies.  
Establish and maintain two-way communication with ADA and the BOD.  
Have a working knowledge of the bylaws of ADA and MDA.  
Assist with an annual review to ensure that MDA's structure meets the needs of MDA and complements that of ADA.  
Perform other duties as directed by the BOD.  
Be represented by an alternate delegate with the same qualifications, if unable to fulfill the duties of office; alternate to be appointed by the BOD.
- F. The **Professional Issues Chair** will:  
Serve for two (2) years.  
Serve as a member of the BOD.  
Act as liaison between areas of practice.  
Coordinate the inclusion of all practice areas' activities into MDA plans.  
Perform other duties as directed by the BOD.
- G. The **Nominating Committee Chair** will:  
Serve on the BOD for one (1) year, in the second year serving as member of the nominating committee. The committee designates the person to serve as chair.  
Not run for another MDA office while serving on this committee.  
See that nominees meet the requirements to run for office and official ballot complies with MDA policies and procedures.  
Perform other duties as directed by the BOD.

## Article VI – Meetings of Members

- Section 1. **Annual Meeting/Business Meeting.** There will be an Annual Meeting of MDA unless there is an emergency declared by the BOD. There will be an educational component at this meeting. There will be a business meeting component to present officers' annual reports, to announce new officers, and for any other business deemed appropriate. Written notice of the meeting place, date and hour will be sent no less than thirty (30) days in advance.
- Section 2. **Special Meetings.** Special meetings of the members may be called by the BOD. Written notice of said meeting with place, date, hour and purpose thereof will be sent to all MDA members no less than ten (10) days prior to the meeting date.

## Article VII – Governing Board and Structure

- Section 1. The Board of Directors (BOD) will be the broad policy making, legislative and governing body of MDA. It will have all the powers necessary or incidental to performing these functions.
- Section 2. Committees will be organized and chairs appointed by the president with the approval of the BOD.
- Section 3. **Composition**
- A. **Voting Members.** The board will consist of the following: president, present-elect, secretary, treasurer, delegate, professional issues chair, nominating committee chair, and four (4) members-at-large.
- B. **Ex-Officio Members.** Ex-officio members of the BOD, without vote, will consist of the following: past-president, nominating committee members, newsletter editor, all committee chairs who are not voting BOD members, district presidents, practice group presidents.
- Section 4. **Duties of the Board of Directors**
- A. Determine and represent the official position of MDA on issues deemed pertinent by the membership.
- B. Develop, implement and monitor short- and long-range plans for MDA in correlation with the ADA program of work.

- C. Determine responsible administrative policies and procedures and manage the property and affairs of MDA.
- D. Provide for responsible fiscal planning, control and direction of the financial affairs of MDA. Review and adopt the annual MDA budget.
- E. Establish and maintain effective communication with ADA and all current, organized elements with MDA.

Section 5. **Board of Directors' Meetings.** There will be no less than four (4) BOD meetings per year. Meetings may be in situ or by telephone conference. If possible, a BOD meeting will precede ADA HOD meetings in order to maximize MDA's delegate's input into ADA HOD activities. Place, date and time will be announced no less than thirty (30) days before a meeting. The BOD meeting preceding the MDA Annual Meeting will include any incoming BOD officers/officials as ex-officio members. New BOD officers/officials assume office after the Annual Meeting.

Section 6. **Votes.** Each voting member of the BOD will have one (1) vote. Voting may be in person, by phone, post, e-mail or fax. No act will be valid or binding unless passed by a majority of the BOD. A majority is fifty percent (50%) plus one (1) of members present.

Section 7. **Quorum.** Two-thirds (2/3) of the voting members of the BOD will constitute a quorum for the transaction of any business at any BOD meeting. If less than two-thirds (2/3) of the members of the BOD are present at any BOD meeting, a majority of those present may adjourn the meeting.

Section 8. **District Associations.** District Associations may be formed by members. Only ADA/MDA members may belong to have the designation of a district association. Bylaws and policies of the district associations will be consistent with those of ADA and MDA. MDA will not be liable for programs, activities, finances or any other activities of the district association. District associations may have dues. The president of the district association will keep the BOD advised of the district association's activities. The president will be a member of the BOD without vote.

Section 9. **Practice Groups.** A practice group (DPG) may be formed by members of a recognized ADA practice group. The bylaws and policies of the DPG will be consistent with those of ADA and MDA. MDA is not liable for the programs, activities, finances or any other activities of the DPG. The DPG may assess dues. The DPG president will keep the BOD advised of the DPG's activities. The president of the DPG is a member of the BOD without vote.

Article VIII – Committees

- Section 1. **Appointments to Committees.** Committee chairs, with the exception of the nominating committee, will be appointed by the president and approved by the BOD. With the exception of the nominating committee, the committee chairs may select their committee members.
- Section 2. **Standing Committees.** Standing committees are the nominating committee, the legislative and public policy committee, the media and public relations committee and the annual meeting committee. Duties, responsibilities, time lines and the BOD/MDA/ADA liaisons are in each committee’s handbook. Changes in standing committee designation require a bylaws change.
- Section 3. **Ad Hoc and Special Committees.** Ad hoc and special committees are appointed as described in Section 1 of this article. Duties and responsibilities will be defined by the BOD when the need for a committee is addressed, before a chair is appointed.

Article IX – Nominations/Elections/Vacancies

- Section 1. **Nominations.** The nominating committee annually will seek qualified candidates for each vacancy, using guidelines and qualifications outlined in the bylaws and MDA policies. The committee will prepare an official ballot of the candidates. Every effort will be made to have two candidates for each vacancy.

Nominations Needed:

- A. Yearly:  
President-elect
- B. “Yearly” – for alternate year positions:  
One (1) or two (2) members for the nominating committee. The committee consists of three members, each elected for a two (2) year term. These nominations are to replace the retiring members.
- Secretary or treasurer, in alternate years, for two (2) year terms.
- Two board members-at-large for a two (2) year term. There are four (4) board members-at-large, with two (2) elected each year for two (2) year terms.
- C. Every two years:  
Professional Issues Chair, for a two (2) year term.

- D. Every three years:  
Delegate, for a three (3) year term.

Section 2. **Elections.**

- A. Official ballots will be sent to all current MDA members eligible to vote no less than thirty (30) days prior to the closing of the polls.
- B. Ballots postmarked by midnight on the closing date of the polls will be considered valid and will be included in the official count.
- C. Ballots will be counted as specified in the MDA policies and procedures. The person receiving the largest number of votes for a particular office will be elected to that office. In the event of a tie, the election will be determined by lot.
- D. The tally committee will inform the president-elect of the results of the election. The president-elect will inform the candidates of the results of the election.
- E. The results of the election will be announced at the Annual Meeting and in the newsletter.

Section 3. **Restrictions.** The president will be ineligible to succeed herself/himself, except as described in Section 4 of this article. All other elected officers/officials may be re-elected once. No person will hold more than one MDA elected office at one time. Retiring officers/officials may be nominated/elected to other offices/positions.

Section 4. **Vacancies.** If any office other than that of the president or president-elect becomes vacant for any reason, the members of the BOD will appoint a successor(s) to serve the remainder of the unexpired term. If the office of the president should become vacant, the president-elect will succeed to the presidency and will serve to the end of the second term of office after said vacancy occurs. Should the office of president-elect become vacant, a special election by the MDA membership will be held as soon as possible.

Section 5. **Removal of Elected Officers and Other Officials.** Any elected official or appointed committee chair or member may be removed by the persons authorized to elect or appoint such officers whenever, in their judgment, the best interests of the Association would be served thereby, according to the process outlined by the BOD.

Article X – Publications

Section 1. **Newsletter.** A newsletter will be published no less than three times a year. The newsletter editor will be appointed by the president and approved by the BOD. The editor will be an ex-officio member of the BOD without vote and will report to the BOD at each meeting.

**Article XI – Indemnification**

The Association will indemnify all officers of the Association to the full extent permitted by the General Not-for-profit Corporation Act of the State and Montana and may indemnify other persons acting for the Association. The BOD will be entitled to purchase insurance for such indemnification.

**Article XII – Special Rules/Dissolution Clause**

Section 1. **Special Rules.** No part of the net earnings of MDA will inure to the benefit or be distributable to its members, trustees, officers or other private persons, except that MDA will be authorized and empowered to payments and distributions in furtherance of the purposes set forth in Article II of these bylaws. Notwithstanding any other provisions of the articles of these bylaws, MDA 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 US Internal Revenue law.

Section 2. **Dissolution.** On the dissolution of MDA, the BOD, after paying or making provision for the payment of all liabilities of MDA, will dispose of all of its assets exclusively to such organizations operating exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent US Internal Revenue law, as the BOD will determine.

**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 and in all cases not covered by the most recent revision of the ADA Bylaws or the MDA Bylaws.

**Article XIV – Revisions/Amendments**

These bylaws may be amended by the affirmative vote of two-thirds (2/3) of the voting members of the BOD at any meeting of the BOD, provided that written notice of the proposed vote on the amendment(s) be given to all members of MDA no less than thirty (30) days prior to the meeting of the BOD. The members will be informed through written notice of the adoption of the bylaws amendment(s).

Approved:

President: \_\_\_\_\_

Date: \_\_\_\_\_