# Affiliate Bylaws Template

## ARTICLE I. Name

*The name of the organization should be specified, and should be the same as appears on the Articles of Incorporation that is filed with the state. The affiliate dietetic association’s name uses Inc. only when state statues require it. Please check if statues of the state require use of INC. to identify the association.*

## The name of this organization will be the {AFFILIATE}, Inc., incorporated in the State of {STATE}, also known as {AFFILIATE ABBREVIATION}, hereafter referred to as “the Association” or “this Association”

## ARTICLE II. MISSION

*It is optional to include the affiliate mission, which should be the mission set forth in your strategic plan and might, at your discretion, be identical to the mission of the Academy of Nutrition and Dietetics [Academy]. It should be noted, however, that including the mission in the bylaws will require an amendment to the by-laws each time that the mission is amended.*

## ARTICLE II. MEMBERSHIP

*It is necessary to define the membership of the affiliate. The generic statement set forth here is recommended to minimize the need for amendments each time the Academy’s membership categories change. Affiliates are required to have the same membership categories as the Academy.*

*Affiliates may create a “subscriber” category only for individuals who do not qualify for Academy membership.*

*Affiliates may also allow Academy members who are not a member of their affiliate to be associated with their affiliate (supporter), but they will not be considered official members with the same services/benefits as affiliate members.*

**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, District or Commonwealth in which the Association is located*}** or**, in the alternative, who have formally** designated **the Association** **as their sole affiliate [of which to be a member] [or] [for membership purposes].**  The membership classifications will be those outlined in Article II of the Academy Bylaws.

*American Overseas Dietetic Association (AODA) purposes*

*only:*

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 outside the United States or the Commonwealth of Puerto Rico or, in the alternative, who have formally designated this Association as their sole affiliate [of which to be a member] [or] [for membership purposes]. The membership classifications will be those outlined in Article II of the Academy Bylaws.

*Affiliates with supporter categories only:*

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.

**Section 2.** The current list of members of the Academy officially listed in {AFFILIATE} 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 {AFFILIATE}.

**Section 4.** All members whose Academy dues are not in arrears will receive the {AFFILIATE} publications.

## ARTICLE III. FISCAL YEAR

*It is advisable that the fiscal years of the Academy and the affiliates be the same for various administrative purposes.*

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

## ARTICLE IV. MEETINGS OF MEMBERS

*The laws of most states require at least one annual meeting. It is advisable to define how meetings of the membership may be convened and administered, as set forth here. A “quorum” is the number of members (typically a majority) required to transact business. The organization should define a quorum in a way that will minimize the possibility of having to adjourn a meeting for want of a quorum. Some states may require a minimum number or percentage of members for a quorum to exist, and each affiliate should check the laws of its particular state.*

**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 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] 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, 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.**

* 1. The President or the Board of Directors may by a majority vote call a special meeting of the members.
	2. A written notice of a 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

*The purpose of the bylaws is to define the general functions and authority of the Board. Specific functions should be detailed in the Association’s Policy and Procedure Manual, rather than the bylaws, for ease of revision.*

**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:

1. Determine administrative policies and manage the property and funds of the Association.
2. Approve annual budget and strategic plan.
3. Maintain affiliations with District Dietetic Associations and State Dietetic Practice Groups and approve liaisons with appropriate organizations if applicable.
4. Manage activities and initiatives of the Association and coordinate with those of the Academy.
5. Approve amendments to the {AFFILIATE} Bylaws.

**Section 3. Composition.**

*The Affiliate may define the composition of the Board as it sees fit, except that the officers must be members. Other members might include district presidents, chair of district presidents’ council, chair council on professional issues, policy and advocacy representatives, state media representatives, directors- at- large, or representatives of specific regions or disciplines. The size of the Board should be large enough to carry out responsibilities, without limiting effectiveness with excessive numbers that inhibit engagement and involvement of board members. Most non-profits have a board size of seven [7] to fifteen [15] members.*

*The role of the Past President on the Board and the Executive Committee may need to be defined in this section.*

*The position of the Secretary may be combined with the Treasurer position in smaller affiliates. A Secretary position may not be necessary in those affiliates with paid administrative services.*

A. The Board of Directors consists of the following voting members; President, President-Elect, Immediate Past President, Secretary (if the position exists), Treasurer, Treasurer-Elect (if such a position exists), and delegate(s) to the Academy of Nutrition and Dietetics House of Delegates *[insert others as desired]. [Affiliate may also designate ex-officio or non-voting members if desired.]*

 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, Treasurer, and Treasurer-Elect *[and such other members as the Affiliate may elect to include].* [*Depending on the size of the affiliate board, an Executive Committee may not be necessary]*

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**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 {AFFILIATE} [except to the extent that the Affiliate may wish to include public members, in which case their qualifications should be specifically provided]

*Affiliates can modify the Academy’s qualifications and skill sets for their use. These can be included in their policy and procedure manual and be referenced.*

**Section 5. Regular Board Meetings.**

1. **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.

*The board should meet often enough so that there is regular communication.*

**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.

*Check your state law on the subject; some states may not allow deviation from regular board meetings. For boards that have a geographically dispersed membership, technology may serve as a useful adjunct for board business.*

**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.

*Procedures for removal of officers should be carefully considered and documented in a Board of Directors policy and procedure manual. It is highly recommended that the Board have authority to remove an officer rather than calling a membership vote. Check with your state law to ensure that you are in compliance.*

**Section 12. 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:

1. **President** The President-Elect will succeed to the office of President and complete the unexpired term.
2. **President-Elect** The Board position shall remain vacant until a special election by the membership may be implemented.
3. **Delegate** The Board of Directors will appoint a successor to complete the unexpired term or terms.
4. **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.
5. **Secretary** The Board of Directors will appoint a successor to complete the unexpired term.
6. **Treasurer-Elect** The Board of Directors will appoint a successor to complete any unexpired term.
7. 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 13. 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

*The role of the Past President as an officer may need to be defined.*

*The position of the Secretary may be combined with the Treasurer position in smaller affiliates. A Secretary position may not be necessary in those affiliates with paid administrative services.*

*More detailed responsibilities of officers should be documented in position job descriptions that are included in the Board Policy and Procedure Manual.*

**Section 1. Officers.** The officers of the Association shall be a President, a President-Elect, a Secretary, Treasurer, Treasurer-Elect and delegate(s) to the 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 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; supervise and present the annual performance evaluation of the Executive Director and any other contractual employees. *{Insert other responsibilities, if any}*

**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. *{Insert other responsibilities, if any}*

**Secretary.** The Secretary will serve for one [1] year. The Secretary 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, issue the Association’s official ballots and notify candidates and membership of election results *(Note – the role related to ballots/elections may be a function of the nominating committee chair). {Insert other responsibilities, if any}*

**Treasurer.** The Treasurer will serve for one (1) year 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 {AFFILIATE ABBREVIATION} Central Office; 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. *{Insert other responsibilities, if any}*

**Treasurer-Elect.**  The Treasurer-Elect will serve for one [1] year, and at the end of this term, the Treasurer-Elect will assume the office of Treasurer. The Treasurer-Elect will assist the Treasurer in fulfilling the functions of that position as a means of learning the financial affairs of The Association. *{Insert other responsibilities, if any}*

**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 Academy’s House of Delegates; 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 district association presidents and state dietetic practice group chairs. *{Insert other responsibilities, if any}*

**Section 3. 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 not have budgetary, fiscal, or policy-setting authority. 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.

*Stipulating numerous committees in the bylaw is only one option for board structure. For greater flexibility, the bylaws could authorize the board to form committees as necessary and allow policies to define the details. If committees are no longer relevant, an alternative structure should be considered.*

*Some of the most common standing committees are nominating, executive, finance, and program committees.*

 **(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. (a) Nominating Committee.** A Nominating Committee will serve as a non-board committee. The primary function of the Nominating Committee shall be to identify at least two [2] qualified individuals to be placed on the ballot for election to the offices of the Association as identified in Article VI Officers. Any member of the Association may submit the name of an individual to the Nominating Committee for consideration

**(b) Composition**. The Nominating Committee will consist of five [5] members elected by the members of {AFFILIATE} to serve two [2] year terms. Three [3] members are elected in odd years and two [2] members are elected in the even year. The candidate with the highest number of votes will serve as chair of the nominating committee. The immediate Past President of {AFFILIATE} will serve as an ex-officio member of the Nominating Committee.

**(c) Functions**. The Nominating Committee will: formulate a ballot according to guidelines specified and submit the official ballot to the Secretary by the date designated by the Board of Directors. 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.

*The Nominating Committee may also have additional responsibilities such as, draft a recruitment plan and continuously cultivate new prospects, ensure that all board members are educated on their board responsibilities and ensure the board conducts a self assessment.*

**Section 3. 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.

1. **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.
2. **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.

*Some Boards do not form any standing committees, rather as a need is identified, a task force or workgroup is formed to carry out the necessary charge. Each task force or workgroup is unique. Task forces or workgroups allow the Board to concentrate on pressing issues and avoid wasting members’ time on activities that are not of strategic importance.*

# ARTICLE IX. AFFILIATIONS

*All district dietetic associations and state dietetic practice groups (DPG) should have a signed principles of cooperation (internal or external) with the affiliate dependent on the relationship with the affiliate.*

**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.

1. Each affiliated district association will adopt governing documents that are consistent with {AFFILIATE} bylaws. The {AFFILIATE} Board of Directors must approve revisions or amendments in district governing documents.
2. Only members of the Academy may be official members of the affiliated district dietetic associations.
3. 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.

1. The association will recognize state dietetic practice groups meeting operational and administrative standards established by the association.
2. 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.
3. 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.

*The affiliates should consider whether a State Dietetic Practice Group fulfills a legitimate function that is not filled by the national DPG. While the Academy does not discourage the formation of state DPGs, the creation may result in the expenditure of additional resources and result in additional liability. State Dietetic Practice Groups are not affiliated with the national Dietetic Practice Groups unless the national DPG has formally been approved to have a geographic sub-unit.*

# ARTICLE X. 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 {STATE} 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. 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 {AFFILIATE} Board of Directors.

**Section 2. Notice.** Notice of the proposed amendment[s] will be provided in writing to the {AFFILIATE} members through the Association’s newsletter, Website, or other appropriate communication means not less than forty-five [45] days before the vote on the proposed amendment.

*States have different statutes regarding bylaws amendment. Check with your state law to inquire if the Board of Directors can make amendments.*