

# **Bylaws of the Pennsylvania Academy of Nutrition and Dietetics**

## **Article I Name**

This association will be known as the **Pennsylvania Academy of Nutrition and Dietetics** (also known as **PA ACADEMY**).

## **Article II Mission**

Through professional development, legislative initiatives, partnerships, public service and communications, the Pennsylvania Academy of Nutrition and Dietetics supports and promotes Registered Dietitian/Nutritionists, Licensed Dietitian/Nutritionists, Dietetic Technician Registered, and Nutrition Dietetic Technician Registered as the best providers of quality food and nutrition services.

## **Article III Membership**

### **Section 1. Class of Membership**

Membership in PA ACADEMY will be limited to members of the Academy of Nutrition and Dietetics (ACADEMY) whose official mailing address is listed in Pennsylvania or those ACADEMY members who designate Pennsylvania as their affiliate of choice or to "Supporter" members. Supporter members are ACADEMY members who have designated another state as their affiliate of choice but have paid PA ACADEMY Supporter membership dues.

### **Section 2. Qualifications**

ACADEMY provides a list of members who either live in Pennsylvania or designate Pennsylvania as their affiliate of choice. This list is called the Data Management Information System (DMIS) list. It is updated monthly and will be used as the official membership list. In addition, PA ACADEMY shall also keep a list of Supporter members who have paid Supporter membership dues.

### **Section 3. Rights**

All members of PA ACADEMY have the rights and privileges as set forth in Article II of the ACADEMY bylaws and will have corresponding rights

and privileges in the conduct of business of PA ACADEMY. Supporter members will have rights of other PA Academy members except are not eligible for grants, scholarships, or other awards and may not vote or serve in either appointed or elected PA ACADEMY Board positions.

#### **Article IV Fiscal Year**

The operating and fiscal year of PA ACADEMY will follow ACADEMY which is currently June 1<sup>st</sup> to May 31<sup>st</sup>.

#### **Article V Affiliated Associations**

##### **Section 1. Academy of Nutrition and Dietetics**

PA ACADEMY will be affiliated with ACADEMY and will be represented by Delegates in the House of Delegates as provided by the ACADEMY Bylaws. All members of the PA ACADEMY Board of Directors will be members of ACADEMY and of an affiliated district association in Pennsylvania.

##### **Section 2. District Dietetic Association**

District dietetic associations may be formed and affiliated upon recommendation of the Board of Directors of PA ACADEMY. Only members of ACADEMY may be members of affiliated district dietetic associations. Governing documents of district dietetic associations must be approved by the Board of Directors of PA ACADEMY.

#### **Article VI Board of Directors and Executive Committee**

**Section 1.** The government of PA ACADEMY will be vested in a Board of Directors.

##### **Section 2. Board of Directors (BOD)**

The BOD will consist of the following elected officers with voting rights: President, President-Elect, Secretary, Treasurer, Delegates, Nominating Chair and District Presidents. Ex officio members without a vote include the Immediate Past President and any ACADEMY officer who resides in the state. The President will serve as Chair of the BOD.

## **Functions**

The BOD will:

Determine the administrative policies, manage the property and fiscal affairs of PA ACADEMY and supervise the execution and implementation of approved actions and policies.

Coordinate PA ACADEMY actions with ACADEMY.

Approve the budget, program and local arrangements for the Annual Meeting and Exhibition (AME).

## **Meetings**

The BOD will meet a minimum of three times a year. One meeting will be a joint meeting of the incoming and outgoing boards. There should be at least two meetings face to face.

## **Quorum**

Two-thirds of the voting members of the BOD will constitute a quorum for the transacting of business at any meeting including teleconferences. No act of the members present will be valid or binding unless passed by an affirmative vote of the majority of the voting members present.

## **Proxy votes**

Proxy votes, approved by the President, are permitted as outlined in the Policy and Procedure Manual.

## **Section 3. Executive Committee**

### **Composition**

This committee will be composed of the President, President-Elect, Secretary, Treasurer, Chair of Delegates, Chair of the Nominating Committee and Chair of the Council of District Presidents. The Immediate Past President is an ex-officio member of this committee. The President will function as Chair of the Executive Committee without voting power except in the event of a tie vote.

### **Functions**

The Executive Committee will:

Govern the activities and responsibilities of PA ACADEMY when the BOD is not available for meeting or between meetings of the BOD and will have full powers of the Board. Any decisions or actions will be communicated to the full BOD in a timely manner.

**Article VII**  
**Elected Officers and Officials**

**Section 1. Officers**

The elected officers of PA ACADEMY will be President, President-Elect, Secretary, Treasurer, Delegates and members of the Nominating Committee. All officers will assume office at the beginning of the fiscal year following their election.

**President**

The President will serve for one year.

**Functions**

The President will:

Serve as the chief executive officer of PA ACADEMY and the Chair of the BOD and its Executive Committee. The President will have the general powers of supervision and active management usually vested in the office of President consistent with the Bylaws and the Policy and Procedure Manual.

Appoint ad hoc committees as necessary to accomplish PA ACADEMY objectives.

Make appointments subject to the approval of the BOD, except as otherwise specified in these bylaws, to fill vacancies that develop.

Serve as an ex-officio member, without vote, of all other committees except the Nominating Committee and as otherwise specified in these bylaws.

**President-Elect**

The President-Elect will serve for one year and on the first day of the second fiscal year after election will automatically become President of PA ACADEMY. The President-Elect will succeed to the office of the President in the case of a vacancy in that office and then will serve as President until the end of the term for which the President-Elect was originally elected.

**Functions**

The President-Elect will:  
Serve as a voting member of the BOD.

Perform the functions of the office of President in the absence of or, as determined by the BOD, the disability of the President.

Appoint the chairs of all standing committees and special committees to serve during the President-Elect's term as President.

Serve as newsletter editor and follow the policies and procedures regarding issuance of the newsletter.

Perform such other duties as may be designated by the BOD.

### **Secretary**

The Secretary will serve for two years.

### **Functions**

The Secretary will:

Have any and all powers and duties usually vested in the office of Secretary.

Share the duties of minute taking and distribution of minutes with Management Services.

Send electronic messages to membership.

Update the DMIS for dissemination of electronic messages.

Utilize other methods of social networking as decided by BOD.

### **Treasurer**

The Treasurer will serve for two years.

### **Functions**

The Treasurer will:

Have any and all powers and duties usually vested in the office of Treasurer.

Have custody of all funds and securities of PA ACADEMY.

See that full and accurate financial records are kept in books belonging to PA ACADEMY and reviewed annually by an accounting firm approved by the BOD.

Prepare appropriate financial statements with the guidance and approval of the Executive Committee.

Report the financial status of PA ACADEMY to the BOD at its meetings and to the membership at the Annual Meeting.

Management services have custody of tax records but the treasurer will oversee the tax records.

Serve as a member of the Finance Committee.

### **Delegates**

The Delegates to the ACADEMY House of Delegates will serve for a term of three years and may be re-elected. The ACADEMY and PA ACADEMY recommend that delegates serve no more than two consecutive terms (total of 6 years). Delegates will take office at the time the elected officers of PA ACADEMY assume their offices. The Delegate in the third year of office is designated as Chair of Delegates.

### **Functions**

The Delegates will:

Prepare and present all resolutions from the state and district associations or members for consideration by the ACADEMY House of Delegates.

Represent, in person, PA ACADEMY and its members at meetings of the ACADEMY House of Delegates.

Establish and maintain communication with the state BOD, the districts, and the state membership.

### **Immediate Past President**

The Immediate Past President will serve for one year.

### **Functions**

The Immediate Past President will:

Serve as ex-officio member of the BOD, without vote.

Serve as Chair of Bylaws and Policy and Procedure.

Serve as an advisory member, without vote, of the Nominating Committee.

Serve as ex-officio member, without vote, of the Executive Committee.

## **Section 2. Other elected officials**

### **Nominating Committee**

The Nominating Committee will consist of one member from each of the district dietetic associations elected by the state membership. Each member will serve a two year term with members elected on a staggered rotating basis. The rotation cycle will be: Cycle 1- Central, Northwest, and Pittsburgh; Cycle 2- Lehigh, Northeast, and Philadelphia.

The member receiving the highest number of votes the year elected will serve as Chair of this committee and serve as a voting member of the BOD and as a member of the Executive Committee the second year of the term.

### **Functions**

The Nominating Committee will:

Annually designate candidates for offices as outlined in Article IX of these Bylaws.

Submit an official slate of officer candidates agreed upon by committee members.

The Chair will see that the official ballot is shared with the PA ACADEMY membership not less than thirty (30) days prior to the closing of the polls.

The Chair will ensure that the votes are tallied by Management Services and will submit a report of the results of the election to the President.

Coordinate and oversee the awards process.

### **District Presidents**

District Presidents are elected at their respective district level. They will keep the BOD informed of the overall goals, plans and achievements of their districts.

## **Article VIII**

### **State Committees and Special Interest Groups**

#### **Section 1. Committees**

Committees, unless specifically designated otherwise, will serve for the term of one year. Each Committee Chair will submit a budget and provide written reports as requested. Committees will meet as necessary to fulfill their function.

#### **Annual Meeting and Exhibition (AME) Planning**

### **Composition**

This Committee will have a Chair or Co-Chairs approved by the BOD. Committee members will include appointed members of the host district dietetic associations following the guidelines in the AME Guidelines manual.

### **Functions**

The AME Committee will:

Plan, implement and evaluate the AME for the members of PA ACADEMY following the guidelines in the AME Guidelines manual and consistent with the Bylaws and the Policy and Procedures Manual of PA ACADEMY.

Review and update, if needed, the AME Guidelines manual.

### **Bylaws and Policy and Procedure**

#### **Composition**

The Immediate Past President will act as the Bylaws and Policy and Procedure Chair, consulting with the Executive Committee as needed.

#### **Functions**

The Chair will:

Receive, recommend and draft any changes in the Bylaws of PA ACADEMY.

Review the Bylaws at the district level; provide recommendations concerning changes or acceptance to the district.

Present district Bylaws to the PA ACADEMY BOD for approval as needed.

Maintain a current Policy and Procedure Manual for the PA ACADEMY.

### **Council of District Presidents**

#### **Composition**

The Council of District Presidents will be composed of the President from each affiliated district and the PA ACADEMY President. The Council will be chaired by one District President each year to be selected by the District Presidents. If no decision can be made then the Chair of the Council of District Presidents will be appointed by the PA ACADEMY President.

#### **Functions**

The Council of District Presidents will:

Facilitate national, state and district communications.



Represent the districts via the Chair at the Executive Committee meetings of the BOD.

Coordinate and implement the program of work at the district level as indicated by the President and BOD.

Encourage and support the development of activities of mutual concern to members of the district associations.

## **Legislation and Public Policy**

### **Composition**

This committee will consist of the President as Chair and the Public Policy Coordinator, State Policy Representative, State Regulatory Specialist, Reimbursement Chair, PA ACADEMY PAC Chair and the PA ACADEMY Lobbyist. All committee members are appointed by the President with the exception of the PA ACADEMY Lobbyist. The PA ACADEMY Lobbyist is hired by PA ACADEMY.

### **Functions**

The Committee will:

Disseminate information received from the ACADEMY Legislative and Public Policy Committee to the district associations.

Serve as a communication link between federal, state and local legislative bodies and PA ACADEMY under the direction of the BOD.

## **Public Relations**

### **Composition**

This committee will consist of a Chair and Assistant Chair and the PA ACADEMY Media Representative all appointed by the PA ACADEMY President. The committee will also include any ACADEMY Spokespersons residing in the Commonwealth.

### **Functions**

The Public Relations committee will:

Initiate and coordinate public relations activities of PA ACADEMY, including the plans of the PA ACADEMY Foundation as necessary, subject to the approval of the BOD.

Coordinate PR activities for PA ACADEMY through interaction and assistance of District PR Chairs.

Assure that publicity on elected PA ACADEMY leaders and activities is disseminated.

## **Reimbursement**

### **Composition**

This Committee will be composed of a Chair and other members appointed by the President.

### **Functions**

The Reimbursement committee will:

Coordinate PA ACADEMY activities with ACADEMY by acting as a reference source for members who are utilizing a reimbursement system for medical nutrition therapy.

Initiate activities related to reimbursement and fee for service for nutrition services.

Collect and maintain data on state reimbursement patterns.

Promote the collection of cost/benefits and cost-effectiveness data.

## **Strategic Planning**

### **Composition**

This committee will be composed of a Chair (appointed by the President), the President, President-Elect and Chair of Delegates. Other Committee members will be appointed by the Chair and should assure inclusion of all areas of practice. The committee will include one member at large appointed by the Chair.

### **Functions**

The Strategic Planning committee will:

Review and update the Strategic Plan on an annual basis.

Communicate updates in the Strategic Plan to the BOD for use in budgeting and planning.

## **Section 2. Special Interest Groups**

### **Composition**

A Special Interest Group may be formed at the district level. Districts are responsible for monitoring all aspects of the groups including composition guidelines.

## **ARTICLE IX - NOMINATION, ELECTION AND REMOVAL OF STATE OFFICERS**

### **Section 1. Nomination Process**

The elected members of the Nominating Committee will identify suitable potential candidates for the ballot. Following input from all committee members a final selection for the slate of candidates will be made and approved by the BOD.

### **Section 2. Criteria**

#### **Delegate**

To be elected to the ACADEMY House of Delegates, a candidate must be a member of PA ACADEMY and entitled by PA ACADEMY membership classification to hold this office, and must have been a member of the

ACADEMY for at least three (3) consecutive years immediately preceding the term as Delegate.

Members of the Nominating Committee will not be eligible to be a candidate for office.

No person will simultaneously hold more than one office. Details of candidate criteria and office responsibilities are set forth in the PA ACADEMY Policy and Procedure Manual.

### **Section 3. Elections**

Elections for the office of President-Elect, Secretary, Treasurer, members of the Nominating Committee and Delegates will be conducted by mail, fax or electronically online.

A President-Elect will be elected annually; Treasurer, Secretary and Nominating Committee members after a two (2) year term; Delegates following a three (3) year term. One candidate, with an option for a write-in candidate, is the minimum allowable for the ballot. If a minimum of one candidate is unable to be met, the ballot may proceed forward with approval from the Executive Committee.

The candidate receiving the largest number of votes will be elected. The person from each district dietetic association receiving the largest number of votes for the Nominating Committee will be elected.

A tie vote will be determined by lot.

### **Section 4. Re-Election**

The President, President-Elect, Secretary and Treasurer will be ineligible for immediate re-election to their respective offices.

### **Section 5. Vacancies**

If any of the following offices become vacant, the unexpired term will be filled in the following manner:

PRESIDENT The President-Elect will succeed to the office of President for the remainder of the unexpired term and then for the term elected.

PRESIDENT-ELECT If the vacancy occurs after the March 1 elections, the newly elected President-Elect will immediately succeed to the office for the unexpired term and then for the term elected.

SECRETARY or TREASURER The Board of Directors will appoint a successor to fill the unexpired term.

NOMINATING COMMITTEE

NOMINATING CHAIR The remaining senior person (in the second year of their term) will become the Chair.

MEMBERS The corresponding District President will appoint a successor from the district in which the vacancy occurs to fill the unexpired term.

CHAIR OF DELEGATES The next Delegate in seniority will serve as Chair.

DELEGATE The board will appoint a Delegate to complete the term of office or will appoint an interim delegate until an election can be held to complete the term of office. It will be the decision of the BOD as to which procedure will be followed.

ALTERNATE DELEGATE(S) AT THE HOUSE OF DELEGATES MEETING

The ACADEMY requires each state association to appoint an alternate Delegate(s) to serve in the place of the duly elected Delegate(s) if a duly elected Delegate(s) is unable to fulfill the duties of the office. The alternate Delegate(s) appointed by the BOD will have the same qualifications as the elected Delegate(s) and will be selected from the current BOD.

**Section 6. Removal**

Any elected PA ACADEMY officer or official may be removed by the BOD whenever, in its judgment, the best interests of PA ACADEMY would be served; but such removal will be without prejudice. Any member of any committee or council may be removed by the Board whenever, in its judgment, the best interests of PA ACADEMY will be served by such removal.

**ARTICLE X. MEETINGS OF MEMBERS**

**Section 1. Annual Business Meeting**

There will be an Annual Business Meeting of the members for the purpose of receiving formal reports of the elected officers and for the transaction of such other business as may come before the meeting. The date of the meeting will be set by the BOD. Written or printed notice of the Annual Business Meeting, stating place, date and hour of the meeting, will be sent to each member of PA ACADEMY not less than thirty (30) days prior to the date of said meeting.

There will be an annual educational meeting of the members of PA ACADEMY (the AME), except in the case of an emergency declared by the BOD.

There will be a registration fee determined by the BOD for persons attending the AME. Notice of the amount of this fee will be included in the call for the Annual Business Meeting.

**Section 2. Special Meetings**

Special meetings of the members may be called by the BOD or by petition of 25% of the total membership. Written or printed notice of said meeting, stating the place, date, hour and purpose thereof will be posted

on the PA ACADEMY website or sent to each member of PA ACADEMY not less than thirty (30) days prior to date of said meeting.

## **ARTICLE XI. AMENDMENTS**

These Bylaws may be amended by the affirmative vote of two-thirds of the voting membership of the BOD at any regular or special meeting of the BOD provided that notice of the proposed amendment(s) be given by mail or email or through PA ACADEMY's Newsletter to all members at least sixty (60) days prior to the meeting of the BOD at which the amendment is to be voted. The Bylaws are subject always to the power of the members to change such action by the BOD by a majority vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice to the members of that purpose.

## **ARTICLE XII - PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised or the most current edition will constitute the parliamentary authority for the conduct of meetings of PA ACADEMY and in all cases not covered by the ACADEMY Bylaws or the PA ACADEMY Bylaws.

## **ARTICLE XIII - PROHIBITED ACTIVITIES**

No part of the net earnings of PA ACADEMY will inure to the benefit of or be distributable to its members, trustees, officers, or other private persons except PA ACADEMY will be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article II of these Bylaws. Notwithstanding any other provisions of the Articles in these Bylaws, PA ACADEMY will not carry on any activities 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 law).

## **ARTICLE XIV - INDEMNIFICATION OF DIRECTORS AND OFFICERS AND LIMITATION OF DIRECTORS PERSONAL LIABILITY**

### **Section 1. Indemnification of Directors and Officers**

PA ACADEMY will indemnify to the full extent required by law, and may indemnify or agree to indemnify to the full extent permitted by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or contemplated action, suit or proceeding whether civil, criminal, administrative or investigative (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), by reason of that person's being or having been a director,

officer, employee, or agent of PA ACADEMY or of any other enterprise at the request of PA ACADEMY. Notwithstanding the foregoing, PA ACADEMY has no obligation to purchase insurance on behalf of any person who is or was a director, officer, employee, or agent of PA ACADEMY against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such. Such insurance may be provided by PA ACADEMY at the sole discretion of the Board of Directors. Such indemnification as set forth in this paragraph will not impair any other right any such person may have.

Said indemnification can be made only if a determination has been made, with the advice of counsel for PA ACADEMY, by members of the Board of Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board not involved in the claim or proceeding, or by the members, or by legal counsel in a written opinion: that the director, officer, employee or agent acted or failed to act, and in either case in good faith, and in a manner he reasonably believed to be in, or not opposed to, the best interest of PA ACADEMY and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; and that the amount of the proposed indemnification is reasonable; and that the proposed indemnification is just and proper and can be legally made by PA ACADEMY under then existing law; and that the indemnification will be made by PA ACADEMY in an amount stated in the determination; provided, however, that the indemnification provided for herein will not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

### **Section 2. Limitation of Directors' Personal Liability**

No director will be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

The director has breached or failed to perform the duties of his office relating to the standard of care and justifiable reliance as set forth in Section 3 of this Article; and

The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. PROVIDED, HOWEVER, that the provisions of this section will not apply to: (1) the responsibility or liability of a director pursuant to any criminal statutes; or (2) the liability of a director for the payment of taxes pursuant to local, state, or federal law.

### **Section 3. Standard of Care of Directors and Justifiable Reliance by Directors**

A director will stand in a fiduciary relationship to PA ACADEMY and will perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a



manner he reasonably believes to be in the best interests of PA ACADEMY, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director will be entitled to rely in good faith on information opinions, reports or statements, including financial statements and other financial data in each case prepared or presented by any of the following: (1) one or more officers or employees of PA ACADEMY whom the director reasonably believes to be reliable and competent in the matters presented, (2) counsel, public accountants or other persons as to matters to which the director reasonably believes to be within the professional or expert competence of such person: (3) a committee of the board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director will not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted. In discharging the duties of their respective positions, the Board of Directors, committees of the board, and individual directors may, in considering the best interests of the Association, consider the effects of any action upon employees, upon suppliers and customers of PA ACADEMY, and upon communities in which offices or other establishments of PA ACADEMY are located, and other pertinent factors. The consideration of those factors will not constitute a violation of the foregoing duties of the directors as set forth herein. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action will be presumed to be in the best interests of PA ACADEMY.

#### **Section 4. Advance Payment of Expenses**

Expenses incurred by an officer, director, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by PA ACADEMY in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it will ultimately be determined that the person is not entitled to be indemnified by PA ACADEMY.

#### **Section 5. Insurance or Indemnification Fund**

PA ACADEMY will have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification rescue fund on behalf of the directors, officers, employees and agents of PA ACADEMY and a person serving at the request of PA ACADEMY as a director, officer, employee or agent of another organization, against liability incurred in any such capacity, or arising out of his status as such.

#### **Section 6. Validity**

The invalidity of any portion of this Article XIV will not affect the validity of the remainder hereof.

**Section 7. Application**

This Article will not apply to any actions filed or any breach of performance of duty or any failure of performance of duty prior to January 27, 1987.

**Section 8. Contract Rights: Amendment or Repeal**

All rights to indemnification under this Article XIV will be deemed a contract between PA ACADEMY and the persons to be indemnified under this Article XIV pursuant to which PA ACADEMY and each such person intend to be legally bound. Any repeal, amendment or modification of this Article will be prospective only and will not affect any rights or obligations then existing.

**ARTICLE XV DISSOLUTION**

On the dissolution of PA ACADEMY, the BOD, after paying or making provisions for the payments of all liabilities of PA ACADEMY, will dispose of all its assets to the ACADEMY or its successor organization.