

MAINE DIETETIC ASSOCIATION BYLAWS

Revised March 2009

ARTICLE I – Name

This is a voluntary, non-profit association operating under the name of the Maine Dietetic Association, also known as MDA, hereafter referred to as “The Association” or “This Association.”

ARTICLE II –Vision and Mission

Vision: MDA members are recognized as Maine’s most valued source of nutrition services and information, and are sought-after partners in initiatives to improve the health of Maine people.

Mission: To promote and support Maine Dietetic Association members as the State’s nutrition experts.

ARTICLE III – Membership

Section 1. Membership in this Association will be limited to members of the American Dietetic Association who have designated the Maine Dietetic Association as their state affiliate. Membership classification will be those set forth in Article II of the American Dietetic Association Bylaws.

Section 2 The current list of members of The American Dietetic Association officially listed in Maine 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 Bylaws of the American Dietetic Association and will have the corresponding rights and privileges in the conduct of business of the Maine Dietetic Association.

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

Section 5 Upon approval by the MDA Board of Directors, any Association service of interest to non-members may be furnished to them without discrimination, upon payment of a reasonable fee to cover the cost of such services.

ARTICLE III – Meetings of Members

Section 1 *Annual Meeting.* There shall be an Annual Meeting of the Association members for the purpose of receiving formal reports of the Association officers and for the transaction of such other business as may properly come before the meeting. The meeting date will be set by the Board of Directors.

Section 2 *Notice of Meetings.* Written or printed notice of the meeting stating the location, date, and time will be posted on the MDA website or sent by email to each member of the Association prior to the date of said meeting.

Section 3 *Special Meetings.* Special meetings of the members may be called by the Board of Directors. Written or printed notices of said meeting, stating location, date, time, and purpose will be posted on the MDA website or sent by email or to each member of the Association 30 days prior to the date of the meeting.

Section 4 *Quorum.* The members present at any properly announced meeting shall constitute a quorum.

Section 5 *Voting.* All issues to be voted on should be decided on by a simple majority of those present.

ARTICLE IV – Governing Board of Directors and Officers

Section 1. *Board of Directors.* The governance of The Maine Dietetic Association will be vested in a Board of Directors. The President of MDA will serve as Chairman of the Board of Directors. The following will serve as members of the Board of Directors with the right to vote: President, President-Elect, Secretary, Treasurer, Delegate, Delegate-Elect (in the absence of the Delegate only), Nominating Committee Chair, Policy and Procedure/Bylaws, Education Chair, Public Policy Coordinator, State Policy Representative, Public Relations, Diet Tech Representative, State Professional Recruitment Coordinator (SPRC), Reimbursement Representative, Immediate Past President.

Section 2 *Functions.* The Board of Directors will determine administrative policies, manage the property and fiscal affairs of the Association, supervise the execution and implementation of approved actions and policies, coordinate the programs and activities, and are responsible for the release of the state membership list.

Section 3 *Meetings.* A Board of Directors meeting will be held at least once a year prior to the American Dietetic Association’s fall House of Delegates meeting in order to discuss items to be presented for action at the ADA House of Delegates meeting. Additional board meetings may be held at any time provided that each board member is notified at least one week in advance and that the meeting is posted on the MDA website. Board meetings may be conducted by conference call.

Section 4 *Quorum.* A Board of Directors meeting must be attended by at least 40 percent of board members for business transactions to take place and motions to pass, with the exception of the budget, approval of which requires a quorum of two-thirds of the Board members.

ARTICLE V – Board of Directors Terms of Office and Duties

Section 1 The Board of Directors of the Maine Dietetic Association will be elected by MDA membership as herein provided. All officers will take office at the beginning of the fiscal year following their election or immediately following a special election.

President. The President will serve for one (1) year.

President-elect. The President-elect will serve for one (1) year, and at the end of this term will automatically become President.

Immediate Past President. The immediate Past President will serve for one (1) year.

Secretary. The Secretary and will serve for two (2) years.

Treasurer. The Treasurer and will serve for two (2) years.

Delegate. The Delegate to the House of Delegates of the American Dietetic Association will serve for three (3) years.

Delegate-elect. The Delegate-elect will serve for (1) year and then for (3) subsequent years as Delegate.

Nominating Committee Chair. The Nominating Committee Chair will serve for (1) year as chair after (2) years as committee member.

The following members of the Board of Directors will serve for (3) years:

Policy and Procedure/Bylaws Representative, Education Representative, Public Policy

Coordinator, State Policy Representative, Public Relations Director, Diet Tech Representative,

State Professional Recruitment Coordinator (SPRC), Reimbursement Representative.

Section 2 *Removals and vacancies of Board members:*

A *President-Elect:* In the event of the death, resignation, or removal from office of the President-Elect, the Board of Directors shall nominate one or more members for that office and a special election by the Association membership of the successor to the President-Elect shall take place.

B *Other Board members:* Board members may resign at any time by giving written notice of such resignation to the President or the Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the President or the Secretary. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified in such resignation. An officer may be removed by a majority vote of the Association membership at any meeting called at least in part for that purpose. Notice of the proposed removal must be given in the notice of the meeting.

C *Vacancies:* Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors for the unexpired term of any vacancy occurring.

Section 3 *Indemnification and Non-Liability.* The Association will indemnify all officers and directors of the Association to the full extent permitted by the State of Maine Voluntary Corporations Act and may indemnify other persons acting for or on behalf of the Association. The Association may purchase insurance to indemnify officers and directors of the Association, and other persons acting as determined by the Board of Directors.

ARTICLE VI - Affiliate Delegate:

To be elected to the House of Delegates, an individual must be a member of the state affiliate dietetic association represented. Delegates will be elected for a three-year (3) term and may be re-elected.

Delegates will take office at the time the national elected officers assume their offices.

Each affiliate dietetic association will appoint an alternate delegate to serve in the place of the elected delegate when elected delegate is unable to fulfill the duties of the office. The alternate delegate will have the same qualifications as the delegate.

Delegates or alternate delegates must be present in person at meetings of the House of Delegates.

ARTICLE VII. – Election and Nominations

Section 1 *Nominating Committee.* The Nominating Committee will consist of three (3) members elected by the membership. One member will be elected each year for a three (3) year term. The member serving for the third year will be designated as Chairman and will serve as a voting member of the Board of Directors. The Immediate Past President will serve as an advisory member of the committee.

Functions: The Nominating Committee member who is serving for the third year will:

1. Serve as a member of the Board of Directors.
2. Convene the Nominating Committee to select candidates for office.
3. Provide MDA members with official ballot of candidates for office.
4. Conduct special elections, if required.
5. Accept additional leadership responsibilities as designated by the Board of directors.

Section 2 *Nomination Process:* The Nominating Committee shall present to the membership of the Association, with a thirty (30) day notice, one or more nominations for the office of President-Elect, Secretary, Treasurer, Delegate-elect, Nominating Committee, Policy and Procedure/Bylaws Representative, Education Representative, Public Policy Coordinator, State Policy Representative, Public Relations Director, Diet Tech Representative, State Professional Recruitment Coordinator (SPRC), and Reimbursement Representative depending on the term of service. Ballot notices will be mailed via first class mail or email and may also be posted on the MDA website at least 30 days before the closing of the polls. Elections may take place via mail, signed faxes, in-person ballots or via electronic voting.

Section 3 *Election Process:* Election of the above officers shall be by ballot prepared by the nominating committee. The nominee receiving the plurality of votes shall be declared elected; provided, however, that when the nominations have been closed with but a single candidate having been nominated, the presiding officer shall declare that candidate elected to the office. In the event of a tie, the election will be determined by lot. Election results will be reported to the secretary for official recording and notification of the candidates of the election results.

ARTICLE VIII – Other Officers and Standing Committees

The President may appoint other officers and members to standing or special committees to assist in the Association's work. The appointments are subject to the approval of the Board of Directors. Appointed officers are not members of the Board of Directors and do not have the right to vote. These officers may include, but are not limited to: Career Opportunities, Communications Coordinator, Webmaster, Newsletter Editor, Licensure Liaison, Fund Raising Chairman, Awards Chair, and Conference Planning Committee Chair. See Policy & Procedure Manual for Standing Committees.

ARTICLE IX– Affiliation

Section 1 *The American Dietetic Association.* This Association shall be affiliated with the American Dietetic Association. The membership classifications are: Active, Student, and Retired Members. Active and retired members are eligible to hold elected office and serve on the Board of Directors, including president. Active, retired and student members are eligible to serve as non-voting officers and standing or special committee members.

Section 2 *House of Delegates of the American Dietetic Association.* This Association shall be represented in the House of Delegates of the American Dietetic Association in accordance with the provisions in the House of Delegates Manual.

Section 3 *District Dietetic Associations.* District Dietetic Association's may be formed within the state of Maine upon invitation and recommendation of the Board of Directors of the Association. Only members of MDA may be members of Affiliated District Dietetic Associations. Each affiliated District Dietetic Association will adopt bylaws that are consistent with MDA by-laws. These by-laws will be submitted for approval to the Board of Directors of MDA districts shall be separate legal entities from the Association, functioning separately in the areas of finances and liability.

ARTICLE X - Dues

Section 1 *Fees.* Each member shall pay an annual membership fee, as determined by the House of Delegates of the American Dietetic Association.

Section 2 *Assessments.* Assessments may be levied by a majority vote of the Board of Directors provided that such an assessment is voluntary.

ARTICLE XI – Fiscal Year

The fiscal year of this Association shall be determined by the Board of Directors.

ARTICLE XII: Books, Records and Seals

The minutes of the proceedings of the Board of Directors, the membership books, and book of accounts shall be open to inspection upon the written demand of any member at any reasonable time, for any purpose reasonably related to the member's interest as a member, and shall be produced at any time when requested by the demand of 10 percent of the members at any meeting. Such inspection may be made by agent or attorney, and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in writing, upon the President or Secretary of the Association.

ARTICLE XIII - Dissolution

On the dissolution of the Association, the Board of Directors, after paying or making provision for payment of all the liabilities of the Association, shall dispose of all of its assets exclusively to

such organization or organizations operating exclusively for charitable, educational or scientific purposes.

ARTICLE XIV - Amendments

Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the membership of the Board of Directors present at a Board of Directors meeting. Ten members of the Board of Directors shall constitute a quorum to vote on a proposed amendment. Notice of a proposed amendment(s) must be given by mail, or email or through the newsletter of the Association to the membership at least thirty (30) days prior to the meeting at which the proposed amendment is to be voted.

ARTICLE XV: Parliamentary Authority

The rules contained in the current issue of *Roberts' Rules of Order, Newly Revised*, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the American Dietetic Association Bylaws or these Bylaws and any special rules of order adopted by the Association.

ARTICLE XVI – Publications

The Association will publish an official publication that will be electronically sent to all members, the number of issues to be determined by the Board each year. The Board will make policy decisions for the publication.