

## **ARTICLE I. NAME**

*The name of this organization will be known as the Memphis Academy of Nutrition and Dietetics hereafter also referred to as MAND or the Memphis Academy. It is an affiliate of the Academy of Nutrition and Dietetics and the Tennessee Academy of Nutrition and Dietetics.*

## **ARTICLE II. MISSION**

**The Memphis Academy of Nutrition and Dietetics promotes optimal nutrition and well being for all people by advocating for its members.**

## **ARTICLE III. MEMBERSHIP**

- Section 1.** Membership in this Academy will be limited to members of the Academy of Nutrition and Dietetics.
- Section 2.** The current list of paid members of the MAND will be the official membership list of this Academy for all purposes.
- Section 3.** All members of this Academy have the rights and privileges as set forth in Article III of the MAND Bylaws.
- Section 4.** All members whose dues are not in arrears will receive the MAND publications.
- Section 5.** All MAND active and retired members are entitled to hold elected and/or appointed offices and positions in the Academy as designated by the MAND Board of Directors, hereafter referred to as the Board. Associate and returning students may hold appointed offices in the Academy as designated by the Board. All elected and/or appointed officers must be either a Registered Dietitian Nutritionist (RDN) or Dietetic Technician Registered (DTR). The qualifications for elected officials are approved by the Board and exist as policy in the Academy policies and procedures.

## **ARTICLE IV. FISCAL YEAR**

The fiscal year of MAND shall be in accordance with the Academy of Nutrition and Dietetics fiscal year (June 1 to May 31)

## ARTICLE V. MEETINGS OF MEMBERS

### Section 1. Annual Meeting-MAND

A. There will be an annual educational meeting except in the case of an emergency declared by the Board. Written or printed notice of the Annual Meeting, including the stating place, date, and time, will be sent to each member of the Academy, not less than fifteen [15] working days prior to date of said meeting.

### Section 2. Business Meeting -MAND

A. There will be an annual business meeting (held in conjunction to the Annual Meeting) of the members of the Memphis Academy for the purpose of education and the transaction of other business as may come before the meeting.

### Section 3. Special Meetings-Academy of Nutrition and Dietetics/MAND

A. The Board 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 Academy not less than fifteen [15] days prior to date of said meeting.

### Section 4. Quorum.

At all meetings of the Memphis Academy 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 MAND will be vested in a Board. The affairs of MAND 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 Memphis Academy.

B. Approve annual budget and strategic plan.

C. Maintain affiliations with Academy of Nutrition and Dietetics, TN AND and State Dietetic Practice Groups and approve liaisons with appropriate organizations if applicable.

D. Manage activities and initiatives of the MAND and coordinate with those of TN AND and the Academy of Nutrition and

- Dietetics.  
E. Approve amendments to the MAND Bylaws

**Section 3. Composition.**

A. The Board will consist of the following voting members: President, President-Elect, Immediate Past President, Secretary, Treasurer, CPI Chair and Chair-Elect, Nominating Chair, Chair-Elect and Nominating Committee Member.

B. The Executive Committee shall have the authority to act for the Academy on matters requiring attention between meetings of the Board 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 shall be consistent with board qualifications set forth in the MAND bylaws. All Board members must be dues paying members of MAND. All must meet the standards set forth in Article III, Section 5.

**Section 5. Regular Meetings.**

**Number of Meetings.** A minimum of three [3] regular meetings of the Board will be held annually at such time and place as may be determined by the Board.

**B. Other Means of Business.** Except where precluded by law of the state of incorporation, meetings of the Board 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 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 will be given at least five [5] days previous thereto by written, mail or electronic notice to each Board member, except that

no Special Meeting of Board may be called to remove a member of the Board 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 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 will constitute a quorum for transaction of business at any meeting of the Board.

**Section 9. Removal of Elected or Appointed Officers.** An elected or appointed officer may be removed by affirmative vote of 2/3 of all voting members of the Board at an official meeting except to the extent that state law might require the vote of the membership.

**Section 10. Vacancies.** If any of the following seats on the Board become vacant because of death, illness, resignations, disqualification, removal, or any 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 as well as the term to which the person was elected.
- B. President-Elect** The Board position shall remain vacant until a special election by the membership may be implemented.
- C. Secretary or Treasurer** The Board will appoint a successor to complete any unexpired term.
- D.** 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 11. Compensation.** Members of the Board shall receive no compensation for serving, except that their expenses related to their duties may be paid by the Academy. The Board shall have no authority to establish compensation for services to the Academy. This section shall not preclude any member from serving the Academy in any other capacity and receiving compensation for such service.

## ARTICLE VII. OFFICERS

**Section 1. Officers.** The officers of MAND shall be a President, a President-Elect, a Secretary, Treasurer-Elect, Chair and Chair-Elect of CPI and Nominating Committee. All officers shall take office at the beginning of the fiscal year. The Secretary and Treasurer will begin their 2 year terms in alternating years.

**President.** The President will serve in this position, for one year. The President will ensure the Academy'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 MAND and the Chair of the Board; appoint chairs and members of committees, task forces and work groups; preside at meetings of the full membership and Board; supervise and present the annual performance evaluation to the membership. *Additional responsibilities are noted in the MAND Policy and Procedure Manual.*

**President-Elect.** The President-Elect will serve for one year, in this position. At the end of this term will assume the office of President. The President-Elect will: support the President in leading MAND towards its strategic direction and values; serve as a member of the Board; 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. *Additional responsibilities are noted in the MAND Policy and Procedure Manual.*

**Treasurer.** The Treasurer will serve for two [2] years. The Treasurer will be the chief financial officer of the Academy. The Treasurer will: serve as a member of the Board; formulate and audit the financial records by MAND; assist the President-Elect in formulating the annual budget for the following Academy year; and report the financial status of the Association to the Board and the membership. *Additional responsibilities are noted in the MAND Policy and Procedure Manual.*

**Secretary.** The Secretary will serve for a two [2] year term. The Secretary will: issue the call for all regular and special meetings of the Board and the Academy membership; supervise the recording and distribution of minutes of all MAND meetings. *Additional responsibilities are noted in the MAND Policy*

*and Procedure Manual.*

## **ARTICLE VIII. COMMITTEES, TASK FORCES AND WORK GROUPS**

### **Section 1. (a) Committees**

The bylaws authorize the board to form or dissolve committees as needed.

**(b) Number and Qualifications.** The Board may from time to time designate one or more committees, other than those mandated by these by-laws, each of which will consist of one or two chairs and such other persons as the President designates with the concurrence of the 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 Board committee. The primary function of the Nominating Committee shall be to identify qualified individuals to be placed on the ballot for election to the offices of the Association as identified in Section 1. (Elected Officials) Any member of the Association may submit the name of an individual to the Nominating Committee for consideration

The Nominating Committee will consist of three [3] members elected by the members of MAND. The candidate with the highest number of votes will serve as chair of the nominating committee. The candidate with the second highest number of votes will serve as the chair-elect and then chair during the following year. The candidate with the lowest number of votes will serve one year and the Nominating Committee member and then rotate off the Board in one year. The immediate Past President of MAND will serve as an ex-officio member of the Nominating Committee.

**(b) Functions.** The Nominating Committee will: formulate a ballot according to guidelines specified and submit the official ballot to the Board. The Board 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. Additional responsibilities may include: 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. (a) The Council on Professional Issues-**The Council on

Professional Issues will serve as a Board Committee. The primary function will be for developing, monitoring, coordinating and strengthening dietetic practice through CPE planning.

(b) **Composition**-The Council on Professional Issues will consist of the Chair, Chair-elect and any other interested member(s).

(c) **Meetings**-The Council on Professional Issues will hold at least one meeting per year.

**Section 4. Task Forces and Work Groups.** Task Forces and Work Groups may from time to time be appointed by the President and be maintained by the Board as non-board functional groups. Such Task Forces and Work Groups will be assigned activities and projects based on the initiatives of the current Strategic Plan for MAND. Each Task Force and Work Group 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.

**A. Composition.** Each Task Force or Work Group will consist of at least three [3] MAND members in good standing. Once the charge to the Task Force or Work Group is completed, the Task Force or Work Group will be dissolved.

**B. Functions.** Each Task Force or Work Group will: conduct appropriate communications, meetings and activities to complete its responsibilities; 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.

## **ARTICLE IX. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations.**

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

At least two [2] candidates for the office of President-Elect.  
(annually)

At least two [2] candidates for the office of Secretary or Treasurer. (in alternating years)

At least two [2] candidates for the position of other members of the Board], as needed.

At least four [4 candidates for (the three needed) members of the Nominating Committee

## **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 Academy of Nutrition and Dietetics 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.

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.

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.**

A. The Chair of the Nominating Committee will appoint a teller who has responsibility for receiving and tallying the votes.

- B. Ballots will be transmitted by regular mail and/or electronic means to the voting members of the Association at least thirty [30] days prior to the posted deadline for ballot submission.
- C. The majority of the votes cast to constitute an election
- D. Only ballots received by midnight of the designated date for the closing of the polls are counted.
- E. The candidate receiving, respectively, the largest number of votes for the offices will be elected to those offices. The {two or three} remaining candidates for the Nominating Committee with the highest number of votes will be elected as members of this committee.
- F. In the event of a tie vote for an office the election will be determined by lot or a vote of the Board.
- G. The Nominating Chair will verify the teller's tally of the votes, taking reasonable steps to ensure that the teller's count was accurate
- H. The Nominating Chair has the responsibility of notifying candidates of election results.

## **ARTICLE XI. INDEMNIFICATION**

Each person who serves, or who has served, as an 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 Tennessee 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 XII. 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, and committees having any authority of the Board. The names and addresses of the members entitled to vote

shall be maintained by the Treasurer of this Association.

### **ARTICLE XIII. 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 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 will determine exclusively for charitable, educational, or scientific purposes.

### **ARTICLE XIV. – 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 Academy of Nutrition and Dietetics and MAND Bylaws.

### **ARTICLE XV. 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 MAND Board.

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

## **ARTICLE XVI. BEREAVEMENT POLICY**

In the event that a member of Memphis Academy of Nutrition and Dietetics (MAND) passes away, the President, on behalf of MAND, will send a memorial. The amount set up is \$50 for a member and \$25 for a past member.

The memorial should be sent to the organization or place the family requests. If an organization is not specified, the donation will go to the Frances Crain Book Fund.

**\*\*Should a spouse of a MAND member pass, the Secretary, on behalf of MAND, will send a \*\*card or donation\*\***

The Secretary will notify Academy of Nutrition and Dietetics when a member passes away. Information that could be included: credentials, current position, awards and Board positions held.

Revised 1/9/08 Nadine King, MS, RD, LDN

Waiting for approval of the Board of Directors before presenting to the Membership of MDDA.

Revised 3/23/10 Nadine King, PhD, RD, LDN

Reviewed 5/10 Nadine King, PhD, RD, LDN

Reviewed 6/10 Nadine King, PhD, RD, LDN

Reviewed 5/11 Nadine King, PhD, RD, LDN

Revised 10/12 Nancy Casad, MS, RD, LDN and Nadine King, PhD, RD, LDN