

BYLAWS OF THE WASHINGTON STATE DIETETIC ASSOCIATION

ARTICLE I - Name.

This association shall be known as the Washington State Dietetic Association (hereafter also referred to as WSDA or the Association).

ARTICLE II - Mission.

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

ARTICLE III - Membership.

Section 1. Membership in this association will be limited to members of The American Dietetic Association (hereafter also referred to as ADA), whose official mailing address or designated affiliate is listed in WSDA. The membership classifications shall be those outlined in Article II of the ADA Bylaws.

Section 2. The current list of members of the ADA officially listed in WSDA 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 III of the ADA Bylaws, and will have the corresponding rights and privileges in the conduct of business of the WSDA.

Section 4. All members whose ADA dues are not in arrears shall receive WSDA publications.

Section 5. Membership dues for WSDA shall be collected by rebate from ADA. No additional dues shall be assessed the members. Money-raising projects and voluntary contributions may be used to obtain additional funds to further the purposes of WSDA, if approved by the WSDA Board of Directors (hereafter also referred to as the BOD).

ARTICLE IV - Meetings of Members.

Section 1. There shall be an Annual Meeting of WSDA, unless the BOD declares an emergency. All members of WSDA attending the Annual Meeting shall pay a BOD-approved registration fee.

Section 2. There shall be an annual WSDA business meeting to present annual officers' reports, to announce new officers, and for any other business deemed appropriate. Notice of meeting place, date, and hour will be provided to all members at least thirty (30) days in advance. Notice may be sent by electronic or standard mail or may be provided on the official WSDA web site.

Section 3. The BOD may call special meetings of the members. Notice of said meeting, with place, date, hour and purpose thereof, shall be provided to all WSDA members no less than ten (10) days prior to the meeting date.

Section 4. Ten percent (10%) of the membership eligible to vote present in person at a meeting shall constitute a quorum.

ARTICLE V - Affiliation.

Section 1. WSDA shall be affiliated with ADA.

Section 2. District associations may be formed and affiliated with WSDA upon approval by the BOD.

A. The bylaws of district associations must be consistent with those of ADA and WSDA and approved by the BOD. The BOD shall also approve district bylaw changes.

B. Only members of WSDA shall be eligible to become members of affiliated district associations.

C. District association presidents may attend BOD meetings as district representatives. They shall keep the BOD informed of activities within their respective districts. District calendars shall be provided to the WSDA Executive Director.

ARTICLE VI - WSDA Structure and Governance.

Section 1. The Board of Directors shall be the broad policymaking, legislative, and governing body of WSDA. It shall have all the powers necessary or incidental to performing these functions.

Section 2. Committees shall be organized and/or appointed by the BOD as necessary to carry out the purposes of WSDA.

ARTICLE VII - Board of Directors.

Section 1. Composition. The Board of Directors shall consist of the following: president, president-elect, past-president, secretary, treasurer, delegates, director of communications, director of legislative issues and the director of member services.

A. Ex-officio members of the Board of Directors shall consist of the Executive Director, all current committee chairs, student board members, and district presidents, district presidents-elect and chairpersons of state dietetic practice groups.

B. Any WSDA member may attend the BOD meetings.

- C. Officers and committee members of ADA residing, working, or visiting in the state may attend any meeting of the Board of Directors as ex-officio members.

Section 2. Duties of the BOD shall include the following:

- A. Determine and represent the official position of WSDA on issues deemed pertinent by the membership.
- B. Develop, implement, and monitor short- and long-range plans for WSDA in coordination with the ADA program of work.
- C. Determine responsible administrative policies and manage the property and affairs of WSDA. Maintain a contract with the WSDA Executive Director.
- D. Provide for responsible fiscal planning, control, and direction of the financial affairs of WSDA. Review and adopt the annual WSDA budget.
- E. Establish and maintain effective channels of communication with ADA and all current organized elements within WSDA.

Section 3. If possible, BOD meetings shall precede and follow ADA HOD meetings in order to maximize Washington's delegates' input to and output from ADA HOD activities. The BOD meeting preceding the annual WSDA meeting shall include any incoming BOD officers. Other meetings shall be held as the Board deems necessary.

Section 4. Each member of the BOD shall have one vote. Voting may be in person, by postal or e-mail, fax, or telephone. No act shall be valid or binding unless passed by a majority of the BOD.

Section 5. Two-thirds (2/3) of the members of the BOD shall constitute a quorum for transaction of business at any BOD meeting, BOD members may participate by conference call or video teleconferencing when necessary. If less than two-thirds (2/3) of the members of the Board are present or participate by conference call or video teleconferencing at any BOD meeting, a majority of those participating may adjourn the meeting. Proxies are permissible if a voting member is unable to attend.

ARTICLE VIII - Elected Officers.

Section 1. The officers of WSDA shall consist of: president, president-elect, past-president, secretary, treasurer, delegates, director of communications, director of legislative issues, and director of member services.

Section 2. Officers shall assume office on June 1st and serve until their specific term expires. Delegates shall take office at the time the elected officers of The American Dietetic Association assume office.

Section 3. Current detailed job descriptions and time lines are in each officer's notebook. Term of office and major duties of elected officers are as follows:

- A. President shall--
 - Serve for one (1) year in this position.
 - Automatically become past-president the next year.
 - Serve as chief executive officer of WSDA.
 - Serve as chairperson of the BOD.
 - Appoint any committees, other than the Nominating Committee, needed during term of office.
 - Serve as ex-officio member of all committees.
 - See that all WSDA and BOD actions are carried out.
 - Represent WSDA at meetings of allied groups.
 - Have the general powers of supervision and active management usually vested in this office.
 - Perform other duties as directed by the BOD.
- B. President-elect shall--
 - Serve for one (1) year in this position.
 - Automatically become president the next year.
 - Serve as a member of the BOD.
 - Serve on the WSDA finance committee.
 - Perform the functions of the office of president in the absence of or disability of the president, as determined by the BOD.
 - Appoint any committees, other than the Nominating Committee, to serve during term as president.
 - Plan projects of work for presidential year.
 - Perform other duties as directed by the BOD.
- C. Past-president shall--
 - Serve for one (1) year in this position.
 - Serve as a member of the BOD.
 - Perform other duties as directed by the BOD.

- D. Secretary shall-
- Serve for two (2) years.
 - Serve as a member of the BOD.
 - Serve on the WSDA finance committee.
 - Take and maintain minutes of BOD and WSDA meetings.
 - Verify that a quorum is present or available by conference call or video teleconferencing at all BOD meetings.
 - See that bylaws are kept current.
 - Provide copies of minutes as needed.
 - Maintain official membership lists
 - Perform other duties as directed by the BOD.
- E. Treasurer shall-
- Serve for two (2) years.
 - Serve as a member of the BOD.
 - Serve on the WSDA finance committee.
 - Provide an oversight role to the Executive Director regarding all WSDA financial matters.
 - Direct the preparation of the annual budget of WSDA.
 - Report the financial status of WSDA to the BOD and WSDA.
 - Perform other duties as directed by the BOD.
- F. Nominating Committee shall--
- Serve for two (2) years.
 - Designate person receiving the most votes to serve as the chair the second year of appointment.
 - Not run for another WSDA office while serving on this committee.
 - Insure that nominees meet the requirements for that office.
 - See that all aspects of WSDA elections are conducted as outlined in the current WSDA standing rules.
 - Perform other duties as directed by the BOD.
- G. Director of Communications and Publications shall --
- Serve for two (2) years.
 - Serve as a member of the BOD.
 - Coordinate the production of WSDA publications, including print and electronic publications.
 - Coordinate the activities of those committees related to public communication.
 - Perform other duties as directed by the BOD.
- H. Director of Legislative Issues shall --
- Serve for two (2) years.
 - Serve as a member of the BOD.
 - Coordinate the functions of committees related to policy included but not limited to legislative activities.
 - Perform other duties as directed by the BOD.
- I. Director of Member Services shall--
- Serve for two (2) years.
 - Coordinate member services, including awards, continuing education, member activities held in conjunction with or part of the annual meeting, student activities and mentoring.
 - Serve as a member of the BOD.
 - Perform other duties as directed by the BOD.
- J. The Student Representative(s) shall--
- Serve for one (1) year.
 - Represent student views during WSDA board meetings
 - Provide communication to dietetics student programs
 - Serve as a member of the BOD.
 - Perform other duties as directed by the BOD.
- K. The delegates shall--
- Be a member of WSDA-
 - Have been members of ADA for at least three (3) consecutive years immediately preceding the term as delegate.
 - Serve for no more than two (2) three- (3) year terms,
 - Serve as members of the BOD.
 - Represent state membership at the ADA House of Delegates (HOD) meetings by actively participating in the sessions and acting as a resource person regarding WSDA activities and policies.
 - Establish and maintain two-way communication with WSDA, BOD, and district associations.
 - Have a working knowledge of the bylaws of ADA and WSDA.
 - Assist with the annual committee review to insure that WSDA's structure meets the needs of WSDA and compliments that of ADA.

Perform other duties as directed by the BOD.

Be represented by an alternate delegate with the same qualifications, if unable to fulfill the duties of the office.

ARTICLE IX - Committees.

Committees, with the exception of the Nominating Committee, shall be appointed as the need arises. Duties, responsibilities, and BOD/WSDA/ADA liaisons will be clearly outlined by the BOD.

ARTICLE X - Elections and Vacancies.

Section 1. Official ballots will be provided to all current WSDA members not less than thirty (30) days prior to the closing of the polls.

Section 2. Elections for the offices of president-elect and the Nominating Committee shall be conducted annually. The delegate shall determine if they wish to run for a second term. When the delegate term expires, a new delegate shall be elected during the final year of the delegate's term. Secretary, treasurer, director of communications and publications, director of legislative issues, and director of member services shall be elected biennially with three of the six being elected each year.

Section 3. Ballots will be counted as specified in the WSDA Standing Rules. The person receiving the largest number of votes for a particular office shall be elected to that office. In the event of a tie vote, the election shall be determined by lot.

Section 4. The president shall be ineligible to succeed herself/himself, except in the event of a vacancy in the office of the president-elects position. The president-elect, secretary, treasurer, director of communications and publications, director of legislative issues, nominating committee members and director of member services, shall be ineligible to succeed themselves in their respective offices. The delegate may be re-elected once. No person shall hold more than one WSDA elected office at one time. District association officers are not included in this restriction.

Section 5. If any office other than that of the president or president-elect becomes vacant for any reason, the remaining members of the BOD shall appoint a successor(s) to serve for the remainder of the unexpired term. If the office of president should become vacant, the president-elect shall succeed to the presidency and shall serve until the end of the second term of office after said vacancy occurs. Should the office of the president-elect become vacant, a special election by the WSDA membership will be held as soon as possible.

Section 6. A minimum level of participation for members of the BOD shall include the attendance or participation in two BOD meetings in a one-year period or three BOD meetings in a 2-year period (based on term of office).

Section 7. The student representative shall be selected by an ad hoc BOD committee. The student position shall be a one-year term.

Section 8. Removal of elected officers and other officials. Any elected official, or appointed committee chair or committee member, may be removed by the persons authorized to elect or appoint such officers whenever in their judgment the best interests of the Association would be served thereby according to the process outlined by the ADA HOD. Removal of an elected official may be done by the BOD if the elected official has not met the minimum level of participation as defined in Sec. 6.

ARTICLE XI - Fiscal year.

The BOD shall determine the WSDA fiscal year.

ARTICLE XII - Amendments.

These bylaws may be amended at the affirmative vote of two-thirds (2/3) of the voting members of the BOD (or their designated proxies) at any meeting of the board, provided that notice by written or electronic mail or by notification on the official WSDA web page of the proposed vote on amendment(s) be available to all members of WSDA at least thirty (30) days prior to the meeting of the board. The members shall be informed by written or electronic mail or by notification on the official WSDA web page of adoption of bylaws amendment(s).

ARTICLE XIII - Parliamentary authority.

Robert's Rules of Order, Newly Revised or the most current edition shall constitute the parliamentary authority for the conduct of meetings of the Association and in all cases not covered by these bylaws.

ARTICLE XIV - Publications

The official publication of the Washington State Dietetic Association will be the "Express." This publication is produced at least 3 times per year and is distributed to all WSDA members whose dues are not in the arrears. Distribution will be accomplished at the discretion of the BOD.

ARTICLE XV - Contracts.

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance and, unless so authorized by the Board of Director, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it liable for any amount.

ARTICLE XVI – Indemnification and Non-Liability

The Association shall indemnify all officers of the Association to the full extent permitted by the General Not For Profit Corporation Act of the State of Washington and may indemnify other persons acting for the Association. The BOD shall be entitled to purchase insurance for such indemnification.

ARTICLE XVII – 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 of the authority of the Board of Directors. The names and addresses of the members entitled to vote shall be maintained at the principal office of the Association.

ARTICLE XVIII - Special Rules and Dissolution.

Section 1. Special Rules. No part of the net earnings of WSDA shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that WSDA shall be authorized and empowered to make payment and distributions in furtherance of the purposes set forth in Article II of these bylaws. Notwithstanding any other provisions of the Articles of these bylaws, WSDA shall 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 1954 (or the corresponding provision of any subsequent US Internal Revenue Law).

Section 2. Dissolution. On the dissolution of WSDA, the BOD, after paying or making provision for the payment of all the liabilities of WSDA, shall dispose of all its assets exclusively to such organization or organizations operating exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Law) as the Board of Directors shall determine.