

# **BYLAWS OF THE OLYMPIA AREA DIETETIC ASSOCIATION**

## **ARTICLE I- NAME**

This association shall be known as the **Olympia Area Dietetic Association**, hereafter referred to as OADA.

## **ARTICLE II- MISSION**

**Mission:** Promote the growth and empowerment of the dietetic professional by networking, and providing quality education, and serving as a resource for the community.

**Vision:** Optimize Washington State's health through food and nutrition.

## **ARTICLE III- MEMBERSHIP**

### **Section 1. Participants of the OADA include four categories:**

- **Active Member:** Academy of Nutrition and Dietetics (the Academy) Active and Retired members listed on the current roster of the Washington State Academy of Nutrition and Dietetics (Washington State Academy) who are current with their OADA dues.
- **Student Member:** students enrolled in a CADE accredited educational program and student members of the Academy/Washington State Academy.
- **Academy/Non OADA member:** Academy Active and Retired members listed on the current roster of the Washington State Academy may still come to meetings and pay meeting dues, fee to be determined by Executive Board.
- **Non Academy member/ Guest:** may still come to meetings and pay meeting dues, fee to be determined by Executive Board. Non-Academy members may not be members of OADA.

### **Section 2. Privileges of Membership**

- **Active members** of OADA, who have paid their annual dues, shall have the right to vote at general membership meetings and hold elected or appointed offices or positions.
- **Student members** of OADA are eligible for any privileges listed above for regular active members.

### **Section 3. Membership /Fiscal Year**

The membership year and fiscal year run from June 1 through May 30.

#### **Section 4. Dues /Fees**

All dues are payable at or before the September meeting of the Membership. Dues, guest fees, and student fees are determined annually by the Executive Board.

### **ARTICLE IV. Affiliation**

**Section 1.** The OADA is affiliated with the Washington State Academy and the Academy.

**Section 2.** The OADA will organize individually and will maintain finances separate from the Washington State Academy, including a separate IRS Tax ID number. If needed for tax purposes, OADA will share financial information with the Washington State Academy.

**Section 3.** The OADA will be covered under the General liability insurance coverage of the Washington State Academy.

**Section 4.** The OADA President, or designee, is a non-voting member on the Washington State Academy Executive Board representing OADA.

**Section 5.** As an affiliate with the Washington State Academy, the OADA will provide the Washington State Academy Executive Director with the OADA calendar of events, and will work with the Washington State Academy Executive Director to establish and maintain a website within the Washington State Academy website. OADA, at their discretion, can also provide a list of members, which will allow for identification in the online Washington State Academy member directory. OADA assumes responsibility for OADA website updates.

### **ARTICLE V. Organization**

#### **Section 1. Governance**

The governance of OADA will be vested in an Executive Board, hereafter referred to as the Board. The Board and each member will function within the bylaws and guidelines of the current administrative policies (Standing Rules) of the OADA.

#### **Section 2. Board Composition**

The following will serve as members of the Board with the right to vote, and will be Academy/Washington State Academy members.

1. President
2. Immediate Past President
3. President-Elect
4. Secretary
5. Treasurer
6. Nominating Committee Members (2)

All OADA active members are welcome to attend Board meetings and may be invited to make presentations or comments.

**Section 3. Board Function.** The Board will:

- Determine administrative policies (Standing Rules), and manage the property and affairs of OADA.
- Establish all fees: dues, guest fees, training fees and student fees.
- Approve all OADA fundraising projects.
- The Board and each member of the Board will function within the OADA Bylaws.
- The association will indemnify all officers and chairmen of the OADA to the full extent permitted by state law and may indemnify other persons acting for and on behalf of the association.

**Section 4. Meetings**

- A minimum of two general membership meetings will be held annually.
- Other general meetings and board meetings may be held as deemed necessary.
- Notification of all general membership meetings will be made to members. Notification may be made by email, phone calls or website updates, including a posting on the Washington State Academy event calendar.

**Section 5. Quorum**

- A simple majority of the members attending a scheduled general meeting will constitute a quorum.
- A simple majority of board members attending a scheduled board meeting or board conference call will constitute a quorum.

**ARTICLE VI. Appointed Officials**

**Appointed Officers** of the OADA will consist of President, President-Elect, Secretary, Treasurer, and Nominating Committee. All officers will hold office for the appointed term through the end of the fiscal year(s). Only Active Members of OADA will serve as appointed officers.

The **President** will serve one (1) year and will:

- Serve as chief executive officer of the OADA and chair of the Board with voting privileges.
- Have general powers of supervision and active management usually vested in such an office.
- Appoints committees and committee chairs to be considered for approval by the Board.
- Serve as a consultant to all OADA committees except nominating committee.
- Preside at OADA meeting(s).
- Serve as a non-voting member of the Washington State Academy of Nutrition and Dietetics Executive Board and report OADA activities to the Washington State Academy Board.

**The Immediate Past President** will serve one (1) year following the term as President and will be a voting member of the Board.

The **President-Elect** shall serve for one (1) year and then serve as President the following year. The President-Elect shall:

- Serve as a member of the Board with voting privileges.
- Coordinate program planning for OADA meetings.
- Recommends chairpersons and members of all committees to serve during the President-Elect's term as President.
- Perform functions of the President in the absence or disability of the President.

The **Secretary** shall serve for two (2) years and shall:

- Serve as interim President in the event of a vacancy in both the president and president-elect positions.
- Serve as a member of the Board with voting privileges.

The **Treasurer** will serve for two (2) years and shall:

- Serve as chair of the finance committee.
- Present recommended budget to the Board and gain budget approval at a general membership meeting for the next fiscal year (June 1– May 30).
- Serve as a member of the Board with voting privilege
- Provide financial records for audit committee review within thirty days (30) of the close of the year.

The **Nominating Committee** shall consist of two (2) members elected annually plus the immediate Past-President, who will serve as committee chair.

- All nominating committee members will be voting members of the Board.

## **ARTICLE VII. Appointment**

### **Section 1. Candidate Eligibility**

- Appointment for the offices of President-Elect, Secretary or Treasurer, and the two members of the Nominating Committee shall be conducted annually.
- No person shall hold more than one office simultaneously.
- If there is more than one candidate for President-Elect and members of the Nominating committee, these positions shall be elected annually.
- A Secretary and Treasurer shall be elected biennially in alternate years (when possible).

### **Section 2. Voting**

- The persons receiving, respectively, the greatest number of votes for the offices of President-Elect, Secretary, and Treasurer shall be elected to those offices. The two persons receiving the most votes for the office of Nominating Committee shall be elected to that committee.
- Should there be a tie vote, the position will be determined by chance.

### **Section 3. Re-appointment**

- President, President-Elect, Secretary, Treasurer, and Nominating Committee members shall be ineligible to be appointed for more than two (2) successive terms in the same office. Unless, there are no other candidates for the position (s).
- Nominating Committee members shall be ineligible to serve more than one (1) term in succession.

### **Section 4. Vacancies**

- If any of the elected offices become vacant, the unexpired term(s) shall be filled by Presidential appointment with the exception of the office of President. Any appointment(s) must be approved by a majority vote of the Board.
- The President-Elect shall succeed to the office of the President and shall complete the unexpired term and then serve the elected term of President.

## **Article VIII. Activities**

Committees shall conduct the activities of the OADA.

- For all committees, as annually determined to be necessary to carry out organization activities, the President-Elect shall recommend, the President shall appoint, and the Executive Board shall approve Committee Chairs for the upcoming year.
- Committee Chairs shall be responsible for appointing as many other members to serve on the committee as deemed necessary to complete committee work.
- Recommended committees shall be, but not limited to, Audit, Legislative Information and Public Policy, Public Relations (National Nutrition Month<sup>®</sup>), Bylaws, Continuing Education and Webmaster.

### **ARTICLE IX. Amendments**

- Bylaw amendments, after securing approval of OADA and Washington State Academy Executive Boards, shall be submitted to OADA membership for review and comment on the OADA website.
- The OADA membership shall be notified of proposed bylaws changes. Changes will be posted and a 30-day comment period allowed.
- The OADA Board shall consider member comments prior to voting after the 30-day comment period.
- A majority vote of the Board on proposed amendments will constitute adoption.

### **ARTICLE X. Procedure**

*Robert's Rules of Order, Newly Revised* (the most recent edition) shall constitute the parliamentary authority for the conduct of meetings of OADA and the Board.

### **ARTICLE XI. Dissolution**

**Section 1.** On the dissolution of OADA, the Executive Board, after paying or making provision for payment of all the liabilities of OADA, shall dispose of all its assets exclusively to nonprofit nutrition or dietetic education organizations or to the Washington State Academy Academy Foundation Educational Grant Fund.

**Section 2.** No part of the net earnings of OADA shall be distributed to its members, trustees, officers, or other private persons, except that OADA shall be authorized and empowered to make payments and distribution in furtherance of the purposes set forth in Article II of these Bylaws. Notwithstanding any other provisions of the Articles of these Bylaws, OADA 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  
© (6) of the Internal Revenue Code of 1954 (for corresponding provision of  
any subsequent United States Internal Revenue law).

Date Approved by OADA Executive Board: \_\_\_\_\_

Date Approved by WSAND Executive Board: \_\_\_\_\_

Date Approved by OADA Membership: \_\_\_\_\_