

The Western New York Dietetic Association



BYLAWS

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WESTERN NEW YORK DIETETIC ASSOCIATION BYLAWS

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ARTICLE I – NAME

This Association shall be known as the Western New York Dietetic Association, Inc., hereafter referred to as WNYDA, the Association or this Association.

ARTICLE II – MISSION

The mission of the Western New York Dietetic Association shall be in accordance with the mission of the New York State Academy of Nutrition and Dietetics (NYSAND).

WNYDA Mission: “Empowering members to be Western New York’s food and nutrition leaders.”

ARTICLE III – MEMBERSHIP

- Section 1. The membership of this Association will include:
- A. Members of the Academy of Nutrition and Dietetics (Academy) who have designated NYSAND as their state affiliate.
 - B. Students attending an accredited dietetic program within the Western New York district.
 - C. Other categories as defined and approved by the Board of Directors.
- Section 2. The official membership list shall consist of those eligible members, as outlined in section 1, who pay appropriate dues for membership to the Association.
- Section 3. All members of this Association have the rights and privileges as set forth in Article II of the Bylaws of The Academy of Nutrition and Dietetics and shall have the corresponding rights and privileges in the conduct of business of the Western New York Dietetic Association.
- Section 4. All members whose Academy/WNYDA dues are not in arrears will have access to WNYDA member communications.
- Section 5. The Board of Directors will determine the membership year.

ARTICLE IV – AFFILIATION

- Section 1. This Association shall be an Affiliated District Association of the New York State Academy of Nutrition and Dietetics.

- Section 2. The WNYDA President shall represent the Association in the District Presidents Council of the Assembly of the New York State Academy of Nutrition and Dietetics.
- Section 3. There shall be no financial obligations between the districts and the State Association except as stipulated in the NYSAND Handbook for the purposes of fundraising for scholarships and the Academy Foundation. WNYDA shall set their own dues structure.
- Section 4. The WNYDA will be covered under NYSAND liability insurance policy.

ARTICLE V-FISCAL YEAR

The Board of Directors will determine the fiscal year of this Association.

ARTICLE VI – MEETINGS OF MEMBERS

- Section 1. **Educational Meeting** – There shall be at minimum one annual educational meeting of the members of the Association, except in the case of an emergency declared by the Board of Directors.
- Section 2. **Annual Business Meeting**
- A. There shall be an annual business meeting of the members of the Association for the purpose of presenting to the membership the annual reports of the officers, the results of the election, the financial report, and any other business properly brought before the meeting.
 - B. E-mail, written and/or printed notice of the Annual Business Meeting, stating location, date and hour of the meeting as fixed by the Board of Directors, shall be sent to all members not less than fifteen (15) days prior to the date of said meeting and shall list the business to come before the meeting.
- Section 3. **Quorum** – The quorum for the Annual Business Meeting shall be those voting members of the Association present.

ARTICLE VII – CODE OF ETHICS

Membership in the Academy of Nutrition and Dietetics is a condition of membership in WNYDA (special exceptions may be granted at the discretion of the BOD/OC). Members shall uphold and abide by the Code of Ethics of The Academy.

ARTICLE VIII – GOVERNANCE AND STRUCTURE

- Section 1. The Board of Directors, also referred to as the “Board” or “BOD”, shall determine administrative policies and manage the property and affairs of the Association.
- Section 2. The Operations Council, also referred to as the “Council” or “OC” shall be an advisory body to the Board of Directors and shall implement the programs and activities of the Association with the direction from the Board of Directors.
- Section 3. Association committees shall be elected or appointed as necessary to affect the purposes and programs of the Association.

Article IX – BOARD OF DIRECTORS

- Section 1. **General Powers.** The government of WNYDA will be vested in a Board of Directors, also known as BOD. The affairs of WNYDA shall be managed by, or under the direction of, the BOD.
- Section 2. **Functions of the BOD.** The BOD shall have the authority to perform the following functions:
- a) Comply with the WNYDA Bylaws and the NYSAND and/or Academy Bylaws as appropriate.
 - b) Develop a strategic plan for WNYDA in concert with NYSAND and the Academy and provide for the implementation and monitoring of the plan.
 - c) Direct and approve the financial affairs of WNYDA and approve the budget based on the strategic plan.
 - d) Establish liaisons with appropriate allied groups and organizations and appoint representatives.
 - e) Approve the date and location for the Annual Business Meeting.
 - f) Meet with the in-coming BOD to formulate plans for the coming year.
 - g) Develop policy and act upon properly submitted recommendations of the Operations Council and Committees.
 - h) Establish qualifications for all elected and appointed officers.
 - i) Delegate any of its powers in the course of operations to any committee as deemed necessary.

- j) Conduct business meetings and WNYDA by parliamentary procedure and the most current edition of Roberts Rules of Order Newly Revised.

- Section 3. **Composition.** The BOD shall consist of the following positions: President, President-elect, Immediate Past President, Secretary, Treasurer, Professional Issues Chair, Public Relations Chair, Public Policy Coordinator, and Nominating Committee Chair. Each shall have one (1) vote. Each may hold only one office at a time. Advisor to the BOD shall serve as a non-voting ex-officio member.
- Section 4. **Qualifications.** Qualifications are consistent with the Academy Bylaws and found in Article X of this document. All BOD members must be active or retired members of the Academy /NYSAND.
- Section 5. **Regular Meetings.** The BOD shall hold at least three (3) meetings each year at such time and place as determined by the President. Between meetings, the BOD may transact business by telephone, mail, fax or e-mail. All such matters shall be presented for review at the next regularly schedule BOD meeting. Any member of WNYDA may attend any BOD/OC meeting.
- Section 6. **Special Meetings.** The President or any three (3) BOD members with voting status may call a special meeting of the BOD and shall state the purpose, the place and time of the meeting.
- Section 7. **Notice of Meetings.** Notice of any regular or special meeting of the BOD will be given at least five (5) days in advance to each BOD member, except that no special meeting may be called to remove a BOD member unless written notice of the proposed removal is delivered at least fifteen (15) days prior to the meeting.
- Section 8. **Quorum.** A simple majority of the voting members of the BOD shall constitute a quorum.
- Section 9. **Removal of Officers.** An elected or appointed officer may be removed by an affirmative vote by 2/3 votes of all voting members on the BOD at an official meeting.
- Section 10. **Vacancies.** If any of the following seats on the BOD become vacant, 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.
 - b) **President-Elect** – The Board position will remain vacant until a special election by the membership is implemented.
 - c) **Immediate Past President** – The BOD will appoint a successor to complete the unexpired term.
 - d) **Secretary** - The BOD will appoint a successor to complete the unexpired term.
 - e) **Treasurer**- The BOD will appoint a successor to complete the unexpired term.

- f) **Professional Issues Chair** – The Professional Issues Chair-elect will succeed to the office of Professional Issues Chair.
- g) **Public Relations Chair** – The BOD will appoint a successor to complete the unexpired term.
- h) **Public Policy Coordinator** – The BOD will appoint a successor to complete the unexpired term.
- i) **Nominating Committee Chair** – The Nominating Committee Chair-elect will succeed to the office of Nominating Committee Chair.
- j) Should the offices of President and President-Elect both become vacant at the same time, the Immediate Past President will serve as interim President until a special election of the membership has been conducted at the earliest possible date to fill both vacancies.

Section 11. **Compensation.** BOD members shall receive no compensation for serving as directors, except that they may be reimbursed for their expenses related to their duties as directors. The BOD shall have no authority to establish compensation for services to WNYDA BOD.

Article X – BOARD OF DIRECTOR OFFICERS: QUALIFICATIONS AND FUNCTIONS

Section 1. **Elected Officers.** The Elected officers of WNYDA BOD shall be President, President-Elect, Immediate Past President, Secretary, Treasurer, Professional Issues Chair, and Nominating Chair.

A. President

Term of Office: One (1) year

Qualifications: Must be a non-student member of WNYDA. They shall have served at least one (1) year on the Board of Directors and/or Operations Council of this Association within the past five (5) years and have experience in the Association activities. Assumes the duties of this office at the close of the operating year during which the member has served as President-Elect.

Functions:

1. Serves as the Chief Executive Officer of the Association and as Chair of the Board of Directors.
2. Has general powers of supervision and active management usually vested in the Office of President.
3. Reviews and has oversight of all contracts.
4. Make the following appointments:
 - a. Finance Committee members as stated in the Bylaws with approval of the Board of Directors
 - b. Any committee and committee members deemed necessary for the functioning of the organization with the approval of the Board of Directors.
 - c. A qualified member to fill the remainder of the term of any and all vacancies of appointed and elected officers as per the Bylaws and with the approval of the Board of Directors; a replacement for persons unable to fulfill the functions of any position or committee to which they have been appointed or elected, with the approval of the Board of Directors.
5. Ensures that all lawful orders and resolutions of the Board of Directors are duly considered.
6. Has custody of all funds and securities of the Association in the absence of the Treasurer.
7. Presides at all meetings of the Association.
 - a. Calls all meetings of the Association and of the Board of Directors and arranges for notification of those meetings.
 - b. Request items for and plans the agenda for the Board of Directors meetings.
 - c. Develops the directory of names and addresses of the Board of Directors and Operation Council members. Highlights those entitled to vote for each fiscal year
 - d. Request reports for meetings as indicated and establishes appropriate time schedules.
8. Serves as an advisor to all standing and special committees of the Board of Directors with the exception of the Nominating Committee.
9. Serves as a member of the Finance Committee.
10. Represents the Association in all ceremonies and protocol functions or designates others to do so.
11. Represents the Association on the District Presidents Council of the Coordinating Cabinet of NYSAND.
 - a. Functions to facilitate communications between the district and state association, coordinates activities/projects, and promotes leadership development.

12. Reports district activities to NYSAND and the membership of the Association.
13. Submits a proposed budget for this office to the Treasurer prior to the meeting of the Finance Committee.
14. Submits vouchers for budgeted expenses to the Treasurer.
15. Directs the outgoing Board of Director members to transfer all records to their incoming counterparts.

B. President-Elect

Term of Office: One (1) year

Qualifications: Must be a non-student member of WNYDA. Preferably candidate will have served at least one (1) year on the Board of Directors and/or Operations Council of this Association within the past five (5) years and have experience in Association activities. Shall be elected annually. Assumes the duties of this office at the close of the operating year that follows their election.

Functions:

1. Serves as member of the Board of Directors and attends meetings as called by the President.
2. Performs the function of the office of President in the absence of the President.
3. Serves as a member of the Bylaws/Policy & Procedures committee. Becomes familiar with the current Bylaws, policies and procedures of both WNYDA and NYSAND.
4. Appoints the chairperson of all committees to serve during the President-Elect's term as President.
5. Serves as an advisor to the Professional Issues Committee.
6. Serves as a member of the Finance Committee.
7. Participates in the NYSAND District President-Elect training.
8. Submits vouchers for budgeted expenses incurred to the Treasurer.
9. Performs other duties as designated by the Board of Directors.
10. Plans & organizes the annual dinner/awards reception at the end of the year.

C. Immediate Past-President

Qualifications: Must be a non-student member of WNYDA.
Shall have completed one (1) year as President of WNYDA.

Term of Office: One (1) year. Assumes the duties of this office at the close of the operating year during which the member has served as President.

Functions:

1. Serves as member of the Board of Directors and attends meetings as called by the President.
2. Serves as Chair of the Awards Committee. Coordinates all award activities and coordinates award presentation at the WNYDA Annual Meeting.
3. Serves as an advisor for the Nominating process.
4. Provides guidance as requested by the President.
5. Participates in any committee meeting as requested by the President.
6. Maintains the files of the Immediate Past President, to be transferred to the incoming Immediate Past President.
7. Submits vouchers for budgeted expenses incurred to the Treasurer.
8. Coordinates revision of Bylaws when necessary.
9. District Immediate Past Presidents serve on NYSAND Nominating Committee to assure that each district is represented.

D. Secretary

Term of Office: Two (2) years

Qualifications: Must be a member of WNYDA. Shall be elected biennially in alternate years of election for the Office of Treasurer.

Functions:

1. Is a member of the Board of Directors and attends meetings as called by the President.
2. Becomes familiar with current WNYDA Bylaws, policies and procedures.
3. Responsible for taking the minutes of all the Board of Directors and Operations Council meetings, including the Annual Business Meeting. Responsible for all faxed and/or

- emailed committee reports. Responsible for the recording, distribution and filing of the Association records.
4. Issues the call for all meetings of the Annual Business Meeting or any other special membership meeting called by the President, as specified by the Bylaws.
 5. Maintains and updates the files of the Secretary to be transferred to the incoming Secretary, including:
 - a. Minutes of all Board of Directors and Operations Council Meetings and Annual Business Meetings.
 - b. All reports of Elected Officers, Operations Council and Special Committee Chairs. (Can be included in meeting minutes.)
 - c. Election results (Can be included in meeting minutes.)
 6. Shall maintain the names and addresses of the Board of Directors members entitled to vote for each fiscal year.
 7. Submits vouchers for budgeted expenses incurred to the Treasurer.
 8. Submits a proposed budget for this office to the Treasurer prior to the meeting of the Finance Committee when they prepare the budget for the upcoming year.
 9. Performs other functions usually vested in the Office of Secretary including:
 - a. Sends copies of pertinent correspondence to appropriate officers.
 - b. Maintains a list of all contracts, descriptions of job duties, policies and procedures approved by the Board of Directors. Collates and distributes this information to the President, President-Elect, Treasurer and Nominating Chair.
 - c. Shall maintain the past records of the Association by year. Shall maintain a list of Past Presidents of WNYDA. Shall maintain record storage for WNYDA.

E. Treasurer

Term of Office: Two (2) years

Qualifications: Must be a non-student member of WNYDA. Shall be elected biennially in alternate years of election of the Office of Secretary

Functions:

1. Is a member of the Board of Directors and attends meetings as called by the President.
2. Performs any and all functions usually vested in the Office of Treasurer.

3. Becomes familiar with the current WNYDA Bylaws, policies and procedures.
4. Serves as the Chair of the Finance Committee.
5. Make recommendations to the Board of Directors for all changes in policies related to reimbursement of expenses and the financial management of the Association.
6. Receives, deposits and has custody of all funds and securities of the Association.
 - a. Approves and reviews all receipts and disbursements for the Association.
 - b. Forwards scholarship donations to the administrator of the scholarship program.
 - c. Advises the Board of Directors of expenses that exceed the amount budgeted.
7. Maintains full and accurate financial records of all Association accounts in appropriate banks.
 - a. Files with the banks for each account, annually, authorization cards with signatures of the President and Treasurer. Maintains copies of these authorization cards in the Treasurer's files.
 - b. Assures that a financial review will be performed at the end of the Treasurer's term.
8. Completes NYSAND Certificate of Insurance Request form when requested.
9. Maintains and protects the Association's status as an organization exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1986.
10. Files a 990(EZ) IRS tax form per federal guidelines.
11. Reports the financial status of the Association to the Board of Directors and to the membership (Annual Business Meeting).
12. Updates and maintains the Treasurer's files to be transferred to the incoming Treasurer.
13. Submits vouchers for budgeted expenses incurred.
14. Submits a proposed budget for this office prior to the meeting of the Finance Committee when they meet to prepare the budget for the coming year.
15. Acts as Chair of Investment Committee

F. Professional Issues Chair

Term of Office: One (1) year

Qualifications: Must be a non-student member of WNYDA.
Assumes the duties of this office at the close of the operating year during which the member served as Chair-Elect.
Students may serve on the Professional Issues Committee.

Functions:

1. Is a member of the Board of Directors and attends meetings as called by the President.
2. Serves as Presiding Officer of the Professional Issues committee.
 - a. Communicates with the Board of Directors and Operations Council.
 - b. Ensures that all recommendations submitted to the Professional Issues Committee are duly considered.
3. Facilitates practice enhancement projects and programs which may include:
 - a. Activities to assist members to pursue outcome studies and share findings with the Association.
 - b. Activities to develop practice standards in all practice settings.
 - c. Coordinating special interest groups.
 - d. Works with the Professional Issues Committee and WNYDA members in program development.
 - e. Informs Website Editor regarding programs to be posted to WNYDA website.
 - f. Informs Membership committee of program information to be disseminated to members.
4. Directs budgeted activities of the Professional Issues Committee as approved by Board of Directors.
5. Become familiar with the current WNYDA Bylaws, policies and procedures.
6. Maintains files of activities of the Professional Issues Committee and transfers to the incoming Professional Issues Chair.
7. Is a member of the Finance Committee. Submits the proposed budget for this office and program/projects of the Professional Issues Committee to the Treasurer prior to the meeting of the Finance Committee (according to budget protocol).
8. Submits vouchers for budgeted expenses incurred to the Treasurer.

G. Nominating Chair

Term of Office: One (1) year

Qualifications: Must be a member of WNYDA. Assumes the duties of this office at the close of the operating year during which the member served on the Nominating Committee as Chair-Elect.

Functions:

1. Is a member of the Board of Directors and attends all meetings as called by the President.
2. Becomes familiar with the current WNYDA Bylaws, policies and procedures.
3. Updates and maintains the Nominating files to be transferred to the incoming Nominating Chair.
4. Becomes familiar with the qualification of all officers to be placed on the Ballot.
5. Current Nominating Committee Chair and Chair-Elect prepare a list of the job descriptions and qualifications for the Nominating Committee of the open positions for the next ballot.
6. Submits a slate of officers to the Board of Directors for approval no less than forty-five (45) days prior to the election.
 - a. The annual ballot shall include at least two (2) candidates for each of the following positions: the office of President-Elect; the office of Secretary and Treasurer for each expiring term (in alternate years); the position of Professional Issues Chair-Elect; and the Nominating Chair-elect.
 - b. Provides Nominating Committee members with directions to solicit qualified candidates for the Association Ballot.
7. Prepares ballot with committee members
 - a. Ensures that materials submitted by the candidates meet designated guidelines.
 - b. Ensures distribution of the Ballot fourteen (14) days prior to the closing of the polls. Will issue a one week reminder to membership.
8. Notifies candidates of election results.
9. Reports election results to the Board of Directors.
10. Submits a proposed budget for this office to the Treasurer prior to the meeting of the Finance Committee when they meet for the purpose of preparing a budget for the coming year.

11. Submits vouchers for budgeted expenses incurred to the Treasurer.

Section 2. **Appointed Officers.** The Appointed officers of WNYDA BOD shall be Public Policy Coordinator and Public Relations Chair.

- A. **Public Policy Coordinator:** Shall present issues that have been studied by the Academy, report the positions of these Associations and make recommendations to the BOD for action. Prepares information for member education and stimulates member participation in the Academy/NYSAND legislative activities. Provides information and/or in person support to the Academy's or NYSAND's lobbyists. Participates in all monthly NYSAND Public Policy meetings or conference calls. Shall prepare and comply with the annual budget.
- B. **Public Relations Chair:** Shall coordinate all public relations activities within the district. Shall assist in the development and publication of district materials. Shall prepare and comply with the annual budget. Shall assist in maintaining the organization's social media.
- C. **Reimbursement Chair:** Shall collaborate with the NYSAND Reimbursement Chair and Public Policy Chair to disseminate information to members and provide information as requested. Shall attend NYSAND or other reimbursement meetings or conference calls.

Article XI – OPERATIONS COUNCIL

Section 1 **Composition.** The WNYDA operations Council shall be composed of elected/appointed positions. The elected positions are: Nominating Committee Chair-Elect and Professional Issues Chair-Elect. Appointed positions serving in capacities within the WNYDA OC shall be Career Guidance, CFSA Representative, Membership Chair, Reimbursement Chair, Student Representative and Website Editor.

- Section 2 **Functions.** The operations Council shall:
- a) Serve in an advisory capacity to the BOD.
 - b) Function to administer, promote, and coordinate WNYDA activities related to internal operations and strategic plan.
 - c) Develop and propose policies to the BOD.
 - d) Provide committee reports for each BOD meeting, recommend projects and submit annual budget requests. If unable to attend a BOD meeting, may submit a written report to the President or appoint a designee to report.
 - e) Attend meetings as called by the President.

- Section 3 **Meetings.** Operations Council shall attend the BOD meeting as determined by the President. Committees within the OC may meet as necessary for planning purposes.

Article XII – OPERATIONS COUNCIL – QUALIFICATIONS AND FUNCTIONS

- Section 1. **Qualifications.**
- A. Elected members of the Operations Council, Nominating Chair-elect and Professional-Issues Chair, must meet the qualifications for the chair positions (see Article X).
 - B. Appointed members must be active members of the Academy and WNYDA (student membership is required for the student representative).

Section 2. **Functions of Operation Council Positions.**

- A. Operation Council Positions are a function of the strategic plan. Job descriptions may vary based on the strategic plan. General descriptions are found in subsections B & C below.
- B. **Elected Positions.**
 1. **Nominating Chair-elect** – Shall work with the Nominating Chair to submit a slate of officers to the Board of Directors. Assumes Nominating Chair position at the close of the operation year during which the member served as Nominating Chair-elect.
 2. **Professional Issues Chair-elect** – Shall work with the Professional Issues Chair to facilitate practice enhancement projects and programs. Assumes Professional Issues Chair position at the close of the operation year during which the member served as Professional Issues Chair-elect.

C. **Appointed Positions.**

1. **Career Guidance** – Shall coordinate career guidance activities for the district.
2. **CFSA Representative** – Shall represent WNYDA at the Council of Food Service Associations (CFSA) activities.
3. **Membership** – Shall publish and maintain a membership directory and provide same for each member whose dues are not in arrears. Shall provide information to members regarding association activities, job posting etc.
4. **Reimbursement** – Shall collaborate with the NYSAND Reimbursement Chair to disseminate information to members and provide information as requested.
5. **Student Representative** – Shall represent student interests to the Board/OC and disseminate WNYDA activities/information to other students.
6. **Website Editor** – Shall be responsible for maintaining the WNYDA website and other social media outlets.

Section 3. **Committees.** Committee chairs shall be elected or appointed by the incoming President to the following committees: Awards, Bylaws/Policies, Finance, Nominating and Professional Issues. Other special committees can be established at the discretion of the BOD/OC.

Section 4. **Functions of Committees.**

- A. **Awards** – Shall be chaired by the Immediate Past President and consist of volunteers from the BOD/OC. Shall solicit qualified nominations for awards and assist awardees, as needed, in completing the NYSAND award application process.
- B. **Bylaws/Policies** – Shall be chaired by the Immediate Past President and consist of the President-Elect and one or two more members of the Association. Shall monitor the Academy and NYSAND Bylaws for changes/revisions and revise the district's bylaws as required to assure compliance. Shall revise various policies and procedures as required for compliance with district Bylaws.
- C. **Finance** – Shall consist of the Treasurer as Chair. Members shall include the President, President-Elect, Professional-Issues Chair, and the incoming Treasurer from the election, if appropriate. The committee shall take the necessary steps to plan and finalize an annual budget prior to the beginning of the fiscal year and make recommendations to the Board of Directors. The committee shall also advise the BOD and OC on financial issues.

- D. **Nominating** – Shall consist of the Nominating Chair as chair and Nominating Chair-elect as member. The committee shall recruit eligible WNYDA members to run for offices to fulfill the slate of officers. The committee shall manage the annual election process.
- E. **Professional Issues** – Shall be chaired by the Professional Issues Chair. Members shall include the Professional Issues Chair-Elect and other volunteer WNYDA members, recruited by the Professional Issues Chair. The committee shall facilitate practice enhancement projects and programs.

ARTICLE XIII - ELECTIONS

Section 1. **Officers and Other Elected Officials**

- A. Members shall be entitled to hold elected offices and positions in WNYDA as designated by the Board of Directors.
- B. Qualifications for office shall be established by the WNYDA Board of Directors and shall conform to WNYDA Bylaws where specified.
- C. Elections for the Office of President-Elect, Secretary or Treasurer, Professional Issues Chair-Elect and Nominating Chair-elect shall be conducted annually. Elected officers are those that receive the majority of votes submitted.
- D. The office of Secretary shall be elected biennially in alternate years of election from the office of Treasurer.
- E. The Nominating Chair will submit a slate of officers to the Board of Directors for approval no less than forty-five (45) days prior to the election.
 - (1) The annual ballot shall include at least two (2) candidates for each of the following positions: the office of President-Elect; the office of Secretary and Treasurer for each expiring term (in alternate years); the position of Professional Issues Chair-Elect; and Nominating Chair-elect.
 - (2) If the Nominating Committee is unable to recruit the designated number of candidates for offices/positions as noted in (1) above, the slate of officers shall be presented to the Board of Directors for approval to waive the above minimum requirements.
- F. Write-in candidates for office within WNYDA must meet the criteria for the position and the Nominating Committee must verify the write-in candidate's willingness to fulfill the duties of said office for the designated period of time.

Section 2. **Tenure**

No member shall be eligible to serve more than one consecutive term in the same office with these exceptions:

- A. President may serve a second term in the event of vacancy in the office of President-Elect.
- B. No voting member of the Board of Directors may hold the same office/seat on the Board of Directors for a consecutive term, except in the case of an office that is appointed or elected to fill a vacancy having an unexpired term.

Section 3. **Tie Vote.**

- A. Should there be a tie vote in the election, a ballot shall be distributed by the Secretary to the members of the current Board of Directors, with the exception of the President.
- B. Should the voting by the Board of Directors result in a tie vote, the President, as Chair of the Board of Directors, shall cast a vote to break the tie and determine who shall be elected.

ARTICLE XIV - REMOVAL OF ELECTED OFFICERS AND OTHER OFFICIALS

Any elected officer, other elected official, appointed chair or other committee member may be removed by the persons authorized to elect or appoint such officers whenever it is in their judgment to be in the best interest of the Association. The Board of Directors shall establish a process for removal of elected officers and other elected or appointed officials.

Section 1. **Appointed Officials and Committee Chairs**

When the appointing officer (WNYDA President or Committee Chair) receives information/evidence which leads him/her to believe that it would be best if the individual were no longer to serve WNYDA in the capacity to which they have been appointed, the WNYDA President or Committee Chair will:

- A. Seek to obtain in a confidential manner any supporting information from one other Board member familiar with the situation.
- B. Contact the individual to indicate the nature of the concerns raised against them and request that they step down from the position.

Section 2. **Elected Officers and Officials**

When any Board member receives information/evidence which leads him/her to believe that it would be best if the individual were no longer to serve WNYDA in the capacity to which they have been elected, the Board member will submit a written statement to the WNYDA Secretary giving a clear narrative and supporting facts showing cause for dismissal.

Without taking further inquiry, the Secretary will then report to the WNYDA Board of Directors that a special disciplinary inquiry has been lodged, without naming the alleged officer or the nature of the concern.

The WNYDA President shall immediately arrange for a meeting of the Board of Directors to be held in a timely fashion to hear the concerns raised, to ascertain the facts and circumstances and to determine the degree of action required. The individual in question should have the opportunity to know in advance of the concerns lodged against him/her and be afforded adequate opportunity to address the Board of Directors either in person or by submitting a letter to the Secretary.

This special meeting of the BOD shall be held in Executive session and any action taken by the BOD shall be by the affirmative vote of two thirds of the voting members present at the meeting.

If an elected officer/official is removed from office by this process, the WNYDA Bylaws shall determine the manner of filling the position.

Section 3. **Contractual Employees of WNYDA**

The WNYDA Board of Directors shall review all contracts annually as part of the budget process for the next operational year.

ARTICLE XV – AMENDMENTS

Section 1. **Method** - These Bylaws may be amended by:

- 1) A simple majority vote of the members of the Board of Directors.
- 2) Upon approval of the Board of Directors, these amended bylaws will be brought to the membership for approval. A simple majority vote of those participating in the vote will be necessary to approve the amended bylaws.

Section 2. **Notice** - Written or email notice containing the proposed amendment(s) shall be given to the members of WNYDA not less than thirty (30) days prior to the date on which the ballots will be counted.

ARTICLE XVI – SPECIAL RULES AND DISSOLUTIONS

Section 1. **Special Rules**: No part of the net earnings of this Association shall be to the benefit of or be distributable to its members, officers or other private persons, except that the Association shall further the purposes set forth in Article II of these Bylaws.

The Association shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Revenue Law).

Section 2. **Dissolution**: On the dissolution of this Association, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Association, shall dispose of assets exclusively to such organization or organizations operating exclusively for charitable, educational or scientific purposes as shall at the time qualify as an organization or organizations exempt under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Revenue Law) as the Board of Directors shall determine.

ARTICLE XVII – INDEMNIFICATION OF OFFICERS

This Association shall indemnify the members of the Board of Directors through the liability insurance plan provided to districts through the Academy of Nutrition and Dietetics.

ARTICLE XVIII – BOOKS AND RECORDS

The Association will keep books and records of account. It shall also keep minutes of proceedings of its members, Board of Directors, Operations Council and its committees having any authority of the Board of Directors.

The names and addresses of the members entitled to vote for each fiscal year shall be maintained on an annual basis with the Membership committee.