

The Rhode Island Dietetic Association

BYLAWS

Article I – Name

The name of this organization will be the Rhode Island Dietetic Association, also known as RIDA, hereafter referred to as “the association” or “the corporation”.

Article II – Membership

- Section 1. Membership in the Association will be limited to members of the American Dietetic Association, hereafter referred to as ADA, whose official mailing address is listed in the Rhode Island Dietetic Association. Membership classification will be those outlined in Article II of The American Dietetic Association Bylaws.
- Section 2. Membership will be limited to members of the ADA whose official mailing address is listed in RI or who have formally designated the Rhode Island Dietetic Association as their sole affiliate.
- Section 3. All members of this Association have the rights and privileges as set forth in Article II of the American Dietetic Association Bylaws and will have corresponding rights and privileges in the conduct of business of the Rhode Island Dietetic Association.
- Section 4. All members whose ADA dues are not in arrears will receive the Rhode Island Dietetic Association’s publications.

Article III – Meeting of Members

- Section 1. **Annual Meeting.** There will be an annual educational meeting of the members of this Association, except in the case of an emergency declared by the Board of Directors. Written or printed notice of the Annual Meeting, including the stating of place, date and time will be sent to each member of the Association, not less than fifteen (15) working days prior to date of said meeting.
- Section 2. **Business Meeting.** There will be an annual business meeting of the members of the Association for the purpose of education and the transaction of other business as may come before the meeting. This meeting will normally be held in conjunction with the Annual Meeting.
- A. If the annual business meeting is not held in conjunction with the Annual Meeting, written or printed notice of the annual business meeting, including the stated place, date

and time, will be sent to each member of the Association, not less than fifteen (15) working days prior to date of said meeting.

Section 3. **Quorum.** At all meetings of the members, fifteen percent (15%) of the membership shall constitute a quorum for the transaction of business.

Section 4. **Special Meeting.** The President or three board members may by request a special meeting of the members. Written or printed notice of a special meeting, stating the place, date, time and purpose, will be sent to each member of the Association, not less than fifteen (15) days prior to date of said meeting.

Article IV – Governing Board/Board of Directors

Section 1. **Composition.** The Board of Directors/Governing Board shall consist of the following voting members: President, President –elect, Secretary, Treasurer, Delegate, Chairpersons of the Nominating and Council on Practice, Nominating Committee, Legislative Committee, State Public Policy Coordinator and Past President. Chairperson-elect of the Council on Practice (if applicable), and Legislative Co-chairs (if applicable), and all appointed positions as designated to be Board members.

Section 2. **Term.** Board members will assume their positions at the start of the fiscal year.

Section 3. **Duties.** The Board of Directors/Governing Board will:

- a. Determine policies and procedures of the Association in concert with the basic values, mission and positions of the American Dietetic Association and the Rhode Island Dietetic Association.
- b. Approve long range plans for the future of the Association.
- c. Provide sound fiscal planning and control; direct the financial affairs of the Association; approve the annual budget for the Association.
- d. Approve appointments of representatives for liaison with allied groups and organizations.
- e. Approve the selection of recipients of scholarships and awards and communicate selections to the American Dietetic Association.
- f. Determine administrative policies and manage the affairs of the Associations.
- g. Foster member involvement in all aspects of the Association.

Section 4. **Meetings**. The Board of Directors/Governing Board shall hold at least three (3) meetings each year.

- a. At least one meeting shall be held prior to each of the House of Delegates meetings to discuss items to be presented for action at the House of Delegates meeting.
- b. Additional meetings will be scheduled at the discretion of the President.
- c. At meetings of the Board of Directors, a quorum shall consist of a majority of voting of members.

Section 5. **Compensation**

The Board of Directors and officers of the Association shall have no authority to establish compensation for services to the Association as an officer, except the Board of Directors may establish and pay compensation to an Executive Officer for services to the Association. An officer may be paid their expenses related to the duties of their office. This section shall not preclude any director from serving the Association in any other capacity and receiving compensation for such service.

Article V – Elected Officers

Section 1. **Officers**

The Officers of the Association shall consist of a President, President-Elect, Secretary, Treasurer, Chairperson and Chair-Elect of the Council on Practice, and one (1) Delegate to the House of Delegates. Officers are nominated by the Nominating Committee and elected by the membership via ballot. All officers and officials will be active or retired members of ADA and RIDA and may only hold one office at a time in RIDA. An officer shall not at any time during office hold an elected office in ADA, a district or DPG. All elected officers will be reasonably sure of that they will be able to complete the term of office and will be available to attend and participate in RIDA meetings. Officers take office following their election and terminate their office following the election of their successors.

I. President

1. Qualifications

- a. Familiar with RIDA, its activities, and operations
- b. Active on the Board of Directors in the past two (2) years and/or active participation in one or more of the committees of RIDA.

2. Duties

- a. Provide leadership for the Association.
- b. Appoint the Chairperson and the members of any special committees of the Board of Directors as needed.
- c. Represent the Association in all ceremonial and protocol functions or delegate other members to do so.

3. Term
 - a. The President shall serve for one year.

II. President- Elect

1. Qualifications
 - a. Familiar with RIDA, its activities, and operations.
 - b. Active on the Board of Directors in the past two (2) years and/or active participation in one or more of the committees of RIDA.
2. Duties
 - a. Serve as a member of the Board of Directors.
 - b. Perform the functions of the Office of the President in the absence or, as determined by the Board of Directors, the disability of the President.

3. Term
 - a. The President-Elect shall serve for one year and assume the office of President at the termination of that year.

III. Secretary

1. Qualifications
 - a. Must attend all meetings of the Board of Directors
2. Duties
 - a. Serve as a member of the Board of Directors.
 - b. Be responsible for the minutes of all the Board of Directors and the Association membership meetings. Be responsible for filing these minutes in the Association records.
 - c. Have custody of the Corporate Seal of the Association.
3. Term
 - a. The Secretary shall serve for two years.

IV. Treasurer

1. Qualifications
 - a. Ability to manage the budget utilizing spreadsheet computer software.
2. Duties
 - a. Serve as a member of the Board of Directors.
 - b. Have custody of all funds and securities of the Association.
 - c. See that full and accurate financial records are kept and audited biennially.
 - d. Report the financial status of the Association to the Board of Directors as requested and to the members at the Annual Meeting.
3. Term
 - a. The Treasurer shall serve for two years.

V. Delegate/Delegate-Elect

1. Qualifications

- a. Be entitled by the affiliate dietetic association membership classification to hold this office.
- b. Have been a member of ADA for at least (3) consecutive years immediately preceding the term as delegate.
- c. Have served on the RIDA board for at least three (3) of the previous five (5) consecutive years.

2. Duties

- a. Represent the membership of the Association, in person, at the House of Delegates meetings.
- b. Be responsible for reporting to the Board of Directors and the general membership, the actions of the House of Delegates.
- c. The Delegate or alternate delegates must be present in person at meetings of the House.
- d. The Delegate-Elect will shadow the delegate during the one-year term as delegate-elect, and this will be a training ground for the delegate-elect.

Term

- a. The Delegate will be elected for at two-year term and may be re-elected. The delegate-elect will be elected for a one-year term and may be re-elected. A break of at least 2 years must occur after the term of delegate before being considered as a candidate for another term.
- b. The Delegate and delegate-elect will take office at the time the national elected officers assume their offices.

Alternate Delegate

- a. RIDA will appoint an alternate delegate to serve in the place of the elected delegate when the elected delegate is unable to fulfill the duties of office.
- b. The alternate delegate will have the same qualifications as the delegate.

VI. Chairperson of the Council on Practice

1. Qualifications

- a. Possess organizations skills related to program planning.

2. Duties

- a. Coordinate Continuing Professional Education (CPE) activities of the Association to include a spring and fall event.
- b. Communicate between Divisions of the Council on Professional issues, Practice Groups and the Board of Directors.
- c. The Association will not be liable for the programs, activities, finances, or any other activities of DPG's.
- d. The Association may give consideration to the dispersement of project funds.

3. Term

- a. The chairperson of the Council on Practice shall serve for one year.

VII. Chairperson-Elect of the Council on Practice

1. Qualifications

- a. Possess organizational skills related to program planning.

2. Duties

- a. Assist in the coordination of Continued Professional Education (CPE) activities.
- b. Perform the functions of the Chair in the absence or resignation of the Chair.

3. Term

- a. The Chairperson-Elect of the Council on Practice shall serve for one year and assume the office of Council on Practice Chairperson at the termination of that year.

VIII. Nominating Committee

1. Qualifications

- a. Knowledgeable of RIDA members and their abilities.

2. Duties

- a. Design a slate of candidates for office annually
 - i. two candidates are recommended on the ballot for each open position.
 - ii. On the odd calendar years, candidates for Secretary and Legislative Chairperson, on the even calendar years, candidates for Treasurer.
 - iii. Each year, candidates for President-Elect, Chairperson-Elect for Council on Professional Issues, Nominating Committee.
 - iv. Every third year, candidates for the position Delegate.
 - v. 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 (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 BOD.
- b. Prepare an official ballot containing the names of all candidates. The ballot shall be mailed to the voting members not less than thirty (30) days prior to the closing of the polls.

- c. Submit a report of the slate of candidates for election in writing to the Board of Directors at least sixty (60) days prior to the election day. Include any required credentials along with the report for inclusion with the ballot.
 - d. Conduct any special elections.
 - e. Prepare nominations for the “24 carrot Award” for review by the Board of Directors.
 - f. Notify all candidates on the ballot of election results.
 - g. Present candidates for ADA national awards as well as RYDY and Outstanding Dietitian of the Year to the Board of Directors.
3. Composition
- a. Three qualified individuals
 - b. Chairmanship will be held by the longest standing member
4. Term
- Each committee member will serve three (3) years with one new member being elected annually.

Section 2. **Elected Officials**

A. Legislative Chairperson(s)

- 1. Qualifications
 - a. Interest in legislative and public policy issues
- 2. Duties
 - a. Develop and implement the program of legislative information and public policy of direct interest on the state level including a communication network to the members of the association.
 - b. Coordinate the state program of legislative and public policy with that of the American Dietetic Association.
 - c. Be advocates of RIDA and ADA on issues that affect national legislation.
 - d. Advise the Board of Directors on legislative issues.
- 3. Term
 - a. The Legislative Chairperson(s) shall serve for 2 years with a one year break before they can be reappointed.

B. Legislative-Elect Chairperson(s)

- 1. Qualifications
 - a. Interest in legislative and public policy issues.
- 2. Duties
 - a. This position will serve as a training ground for one year before entering into the position of Legislative Chairperson.

Article VI – Standing Committees

Section 1. **Appointments.** The President-elect shall appoint the chair-person and members of standing committees to serve during the President-elect's term as President. Committee chairpersons may be appointed for not more than three (3) consecutive terms unless approved by the Board of Directors/Governing Body. Each committee shall submit a budget and an annual report. Standing committees are changed via amendment to the bylaws.

a. SPRC-career guidance

1. Duties

- a. respond to requests for information from persons interested in dietetics as a career.
- b. Initiate opportunities to promote dietetics as a career option.

b. Continuing Education

1. Duties

- a. approve or request approval of the American Dietetic Association for continuing education credit for state and area sponsored programs.
- b. Maintain a file of the roster of registrants at approved meetings.
- c. Coordinate with The American Dietetic Association credits for programs sponsored by other organizations.

c. Fundraising

1. Duties

- a. support the efforts of the American Dietetic Association Foundation/RIDA
- b. actively solicit monetary support for the RIDA/American Dietetic Association Foundation activities

d. Public Relations

1. Newsletter editor – Duties

- a. the editor shall have co-editors as needed and approved by the President-Elect
- b. issues of the newsletter will be published on a schedule as designated by the Board of Directors. The newsletter shall be the official publication of the Corporation.

2. Media Representative - Duties

- a. plan and implement the public relations program of the Association to promote the profession of dietetics using the media.

3. National Nutrition Month – Duties

- a. A chair person shall have committee members to help coordinate, plan, and implement special activities throughout the month.

4. Website – Duties

- a. RIDA website will be updated on a regular schedule, as designated by the Board of Directors.

- 5. RIDA phone line
 - a. To be updated as needed, and as approved by the Board of Directors.
- e. Membership Chair – to be led by a chairperson, and report to the nominating committee
- f. Reimbursement – reports to the legislative co-chairs
- g. 5K Chairperson – reports to the President

Article VII – Elections and Nominations

Section 1. Officers and Other Elected Officials.

- a. Elections for the Officers and other elected officials shall be conducted by mail. Only ballots delivered or postmarked by election day shall be counted. Only Active and Retired members may hold office. No person shall hold more than one elected office simultaneously. Members in the Active and Retired categories may vote.
- b. A President-elect, Chairperson-elect of the Council on Practice and one (1) member of the Nominating Committee shall be elected annually.
- c. A Secretary, Treasurer, and Legislative Chairperson shall be elected in alternate years.
- d. A Delegate will be elected every third year.
- e. Officers shall continue in office until their successors are elected and take office.

Section 2. Vacancies. If any of the following offices become vacant because of death, resignation, disqualification, removal or other cause, the unexpired term shall be filled in the following manner:

- a. President. The President-elect shall succeed to the office of President after said vacancy occurs and then serve until the end of the original term.
- b. President-elect. A special election by membership shall be conducted by mail.
- c. Secretary. The board of directors shall appoint a successor to fill the unexpired term
- d. Treasurer. The board of directors shall appoint a successor to fill the unexpired term.
- e. Delegate to the House of Delegates. An alternate delegate shall be appointed to fill the delegate’s position. The alternate delegate will have the same qualifications as the delegate. The board of directors shall appoint the alternate to fill the office for the remainder of the year or until the regularly scheduled annual election is held.
- f. Chairperson of the Council on Practice. The Chairperson-elect shall succeed to the office of the chairperson after said vacancy occurs and shall serve until the end of the term.

- g. Chair-elect of the Council on Practice. A special election shall be conducted by mail
- h. Nominating Committee.
 - 1. Chairperson. The person with the most seniority shall become chairperson
 - 2. Members. The person on the ballot receiving the next highest number of votes shall be appointed by the board of directors.
- i. Legislative Chairperson. The person on the committee serving the longest shall become chairperson.
- j. Should the offices of President and President-elect both become vacant at the same time, a special election by the membership shall be conducted by mail at the earliest possible date, In the interim, the Delegate shall serve as President.

Section 4. **Tie Votes.** In the event of a tie, the election shall be determined by lot.

Section 5. **Removal of elected officers and other officials.** An elected or appointed officer or director may be removed by affirming vote by the 2/3 votes of all members of the board of directors at an official meeting.

Article VIII – Fiscal Year

The fiscal year of the Association shall be in accordance with the ADA fiscal year (June 1 to May 31).

Article IX – Indemnification and Non-Liability

Section 1. The Association will indemnify all officers and directors of the Association to the full extent permitted by the Act and may indemnify other persons acting for and on behalf of the Association. The Association may purchase insurance to indemnify officers and directors of the Association and other persons as determined by the Board of Directors.

Article X – Publications

The official publication of the Association (RIDA Newsletter) will be mailed to all members whose dues are not in arrears. The number of issues published per year is at the discretion of the President.

Article XI – Books and Records

Section 1. The Association shall keep books and records of account. It shall also keep minutes of the proceedings of its member, Board of Directors and committees having any 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 XII – Dissolution Clause

Section 1. On dissolution of The Association, the Board of Directors, after paying or making provisions for the payment of all the liabilities of The Association, 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 organization or organizations exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent provisions of any Unites States Internal Revenue Law).

Article XIII – Revisions/Amendments

The bylaws may be amended by the affirmative vote of two-thirds (2/3) of the membership of the Board of Directors at a Board meeting. Eighty percent (80%) 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, through the Newsletter of the Association to the membership, or electronically prior to the meeting at which the proposed amendment is to be voted.