Last Updated: February 21st, 2019

**Rhode Island Academy of Nutrition and Dietetics**

**BYLAWS**

**Article I – Name**

The name of this organization will be the Rhode Island Academy of Nutrition and Dietetics, also known as RIAND, hereafter referred to as the “Affiliate”.

**Article II – Membership**

Section 1. Membership in the Affiliate will be limited to members of the Academy of Nutrition and

Dietetics, hereafter referred to as the “Academy” whose primary mailing address, as submitted to the Academy, is within Rhode Island, or in the alternative, who have formally designated the Affiliate as their sole affiliate. A member of another affiliate of the Academy may become a supporting member of this Affiliate by applying and paying for a supporter membership in such amounts as the Affiliate may establish. Supporting members will have access to the all member benefits, except that they shall not be allowed to run for or hold an elected office in this Affiliate or to cast a vote in elections or other matters requiring a vote of the membership. Membership classification will be those outlined in Article II of the Academy Bylaws.

Section 2. The current list of members of the Academy officially listed in the Affiliate will be the

official membership list of this Affiliate for all purposes.

Section 3. All members of the Affiliate have the rights and privileges as set forth in Article II of the

Academy Bylaws, and will have corresponding rights and privileges in the conduct of business of the Affiliate.

Section 4. All members whose Academy dues are not in arrears will receive the Affiliate’s publications.

**Article III – Fiscal Year**

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

**Article IV – Meeting of Members**

Section 1. **Annual Meeting:** There will be an annual educational meeting of the members of this

Affiliate, except in the case of an emergency declared by the Board of Directors. Written notice of the Annual Meeting, including the starting of place, date, and time will be sent to each member of the Affiliate, not less than ten (10) days nor more than sixty (60) days before the date of the meeting.

Section 2. **Business Meeting**

1. There will be an annual business meeting of the members of the Affiliate 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.
2. 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 Affiliate, not less than not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 3. **Special Meeting:**

1. The President or three board members may request a special meeting of the members.
2. Written or printed notice of a special meeting, stating the place, date, and time, will be sent to each member of the Affiliate, not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 4. **Quorum:** At all meetings of the Association membership, the voting members present will

constitute a quorum for the transaction of business, except to the extent that the law of the state of incorporation requires a larger number.

**Article V - Board of Directors/Governing Board**

Section 1. **General Powers.**  The governance of the Affiliate will be vested in a Board of Directors,

also known as the “Board”. The affairs of the Affiliate shall be managed by, or under the direction of, the Board

Section 2. **Composition**

1. **The Board of Directors** shall consist of the following elected members: Past President, President, President-Elect, Secretary, Treasurer, Delegate, and Public Policy Coordinator.

Section 3. **Functions of the Board** The Board shall have the authority to perform the following functions:

1. Determine administrative policies and manage the property and funds of the Affiliate.
2. Approve annual budget and strategic plan.
3. Manage activities and initiatives of the Affiliate and coordinate with those of the Academy.
4. Approve amendments of the Affiliate Bylaws.

Section 4. **Qualifications:** Qualifications shall be consistent with board qualifications set forth in the

Academy Bylaws. All Board members must be Active or Retired members of the Academy and the Affiliate.

Section 5. **Regular Meetings**:

1. Number of Meetings: A minimum of three (3) regular meetings of the Board of Directors will be held annually at such time and place as may be determined by the Board.
2. Other Means of Business: Except where precluded by state law, meetings of the Board of Directors may be held in person or via electronic technology, and members may attend a meeting from a remote location. The Board may also transact business by regular or electronic mail, conference calls, videoconference, or Internet meeting, indicating time and date when votes must be cast.

Section 6. **Special Board Meetings.** The President or any three (3) board members with voting status

may call a Special Meeting of the Board of Directors and shall state the date, time, location, and purpose for the meeting.

Section 7. **Notice of Board Meetings.** Notice of any regular or special meeting of the Board will be

given at least five (5) days prior to by written or electronic notice to each Director, except that no special meeting of the Board may be called to remove a Director 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 of Directors shall be specified in the notice or waiver of notice of such meeting.

Section 8. **Quorum**. A simple majority (half plus one) of the current voting members of the Board of

Directors will constitute a quorum for transaction of business at any meeting of the Board of Directors.

Section 9. **Removal of Directors.** An elected or appointed officer or director may be removed by

affirmative vote by the 2/3 votes of all members of the Board of Directors 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 offices become vacant because of death, resignation,

disqualification, removal or other cause, the unexpired term shall be filled in the following manner:

1. 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.
2. President-elect. A special election by membership shall be conducted to fill the position.
3. Secretary. The board of directors shall appoint a successor to fill the unexpired term.
4. Treasurer. The board of directors shall appoint a successor to fill the unexpired term.
5. Public Policy Coordinator. The board of directors shall appoint a successor to fill the unexpired term.
6. Delegate to the House of Delegates. The Delegate-elect shall succeed to the office of Delegate and shall serve until the end of the term. A special election by membership shall be conducted to fill the new Delegate-elect position if required.
7. Should the offices of President and President-elect both become vacant at the same time, a special election by the membership shall be conducted at the earliest possible date, in the interim, the Delegate shall serve as President.

Section 11. **Compensation:** The Board and officers of the Affiliate shall have no authority to establish

compensation for services to the Affiliate as an officer, except the Board may establish and pay compensation to an Executive Officer for services to the Affiliate. An officer may be paid their expenses related to the duties of their office. This section shall not preclude any director from serving the Affiliate in any other capacity and receiving compensation for such service.

**Article VI – Officers**

Section 1. The officers of the Affiliate shall be President, President-elect, Past President, Secretary,

Treasurer, Delegate, Public Policy Coordinator. All officers shall take office at the beginning of the fiscal year. Elected officials shall not at any time during office hold an elected office in the Academy, a district or DPG.

1. **President:** The President will serve for a one (1) year term. The President will: provide leadership for the affiliate, serve as the chief executive officer, the Chair of the Board of Directors, and the official spokesperson of this Association; preside at meetings of the full membership and Board of Directors.
2. **President-elect:** The President-Elect will serve for a one (1) year term, and at the end of this term, will assume the office of President. The President-Elect will: support the President in leading the Association towards its strategic direction and values.
3. **Past President:** The immediate Past President will serve a one (1) year term following the term as President. The Past President will: provide guidance and support to the President.
4. **Secretary:** The Secretary will serve a (1) year term. The Secretary will: request agenda items for meetings from the board and create meeting agendas; take attendance and minutes during Board of Directors meetings and affiliate membership meetings, and file these minutes in the Affiliate records.
5. **Treasurer:** The Treasurer will serve for a two (2) year term. The Treasurer will: develop and review planned budgets based on prior year’s spending patterns; handle affiliate’s finances and reimbursement; file yearly taxes, ensure organization remains in good standing as a 501(c)3 tax exempt organization.
6. **Delegate:** The Delegate will serve a three (3) year term, 1 year as delegate-elect and 2 years as delegate. The delegate will: act as a conduit between affiliate members and the House of Delegates (HOD) and Academy; facilitate communications related to the HOD and Academy activities to the affiliate members; advocate for members by addressing issues impacting the profession.
7. **Public Policy Coordinator:** The Public Policy Coordinator will serve a two (2) year term. The Public Policy Coordinator will: lead the Public Policy Panel; be an advocate of the Affiliate and the Academy on issues that affect national legislation; serve as the key conduit between Academy Policy Initiatives and Advocacy and Grassroots leaders on Academy public policy stances and issues.

**Article VII – Indemnification**

Each person who serves, or who has served, as a director, officer, agent, or committee member in accordance with these bylaws will be indemnified by the Association to the fullest extent permitted by the laws of the State of Rhode Island 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 VIII – Books and Records**

The Affiliate 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 by the Central Office of the Affiliate.

**Article IX – 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 Affiliate, the Board of Directors will, after paying or

making provisions for the payment of all the liabilities of the Affiliate, dispose of all its assets exclusively to such organization or organizations which are then qualified as exempt within the meaning of exempt under Section 501(c)(6) or Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent provisions of any United States Internal Revenue Law) as the Board of Directors will determine exclusively for charitable, educational, or scientific purposes

**Article X – Revisions/Amendments**

Section1. **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 Board of Directors at a Board meeting.

Section 2. **Notice**: Notice of a proposed amendment(s) will be provided in writing to the Affiliate

members through the Affiliate’s newsletter, website, or other appropriate communication means not less than forty-five (45) days before the vote on the proposed amendment.