

THE BLUEGRASS ACADEMY
OF
NUTRITION AND DIETETICS
BYLAWS
REVISED 2018

ARTICLE I- NAME

This organization shall be known as THE BLUEGRASS ACADEMY OF NUTRITION AND DIETETICS, herein after referred to as the BGAND.

ARTICLE II- MISSION

The mission of the BGAND is to promote optimal health and nutrition for all people and to provide direction and leadership for quality dietetic practice, education and research.

ARTICLE III- MEMBERSHIP

Section 1. Membership Classification

All members of the Academy of Nutrition and Dietetics (the Academy) who pay dues to the BGAND are members of the BGAND. Membership classifications will be those outlined in Article II of the Bylaws of the Academy of Nutrition and Dietetics.

Section 2. Right and Privileges

All members of the Academy who pay dues to the BGAND shall have rights in the conduct of business of the BGAND corresponding to those set forth in Article 11 of the Bylaws of the Academy of Nutrition and Dietetics.

Section 3. Code of Ethics and Discipline

The BGAND follows the Code of Ethics, Discipline and Appeals in accordance with the current Bylaws of the Academy of Nutrition and Dietetics.

Section 4. Official Publications

All members of the BGAND shall receive any official district bulletins and/or newsletters. Any members of the Academy may, upon request, receive the official publication of this BGAND. Any fee for publications sent outside the district will be determined by the Board of Directors.

ARTICLE IV- AFFLIATION

The BGAND shall be affiliated with the Kentucky Academy of Nutrition and Dietetics, Inc. (KAND).

ARTICLE V- FISCAL YEAR

The fiscal year of the BGAND shall be determined by the Board of Directors.

ARTICLE VI- MEETINGS OF MEMBERS

Section 1. Meetings

No less than four (4) meetings shall be held yearly. Written or printed notice of the meetings stating place, date and hour of the meeting shall be sent to each member of the BGAND.

Section 2. Special Meetings

Special meetings of the members may be called at any time by the Board of Directors or Executive Committee. Each member of the BGAND should receive written or telephone notice of such a meeting, stating the date, hour and purpose of the meeting at least five (5) days prior to the date of the said meeting. Meetings sponsored or cosponsored for this BGAND must have prior approval by the Board of Directors or the Executive Committee.

Section 3. Quorum

At all meetings of this BGAND, 15% of the membership of the BGAND shall constitute a quorum for the transaction of business.

ARTICLE VII- OFFICERS AND ELECTED OFFICIALS

Section 1. Officers

The elected officers of the BGAND shall be a President, President-Elect, Secretary, and Treasurer.

Section 2. Other Elected Officials

Three members of the Nominating Committee shall be elected.

Section 3. Qualifications

Members from the Active and Retired (Active) membership classifications may hold elective office.

Sections 4. President

The President shall:

- A. serve for one (1) year as the chief executive officer of this BGAND and as Chair of the Board of Directors and of the Executive Committee.
- B. appoint individuals to serve in the following positions, subject to the approval of the Board of Directors or the Executive Committee:
 1. liaison representatives to alliances
 2. chairpersons of special committees as needed

- C. serve as a member of the Fiscal Affairs Committee and approve any statements of expenses which were not included in the approved annual budget.
- D. serve as an ex-officio member without vote of BGAND committees.
- E. maintain current guidelines or a procedure manual for the BGAND which will reflect policy or procedural changes of the Board of Directors.
- F. appoint, with the Board of Directors approval, a qualified member to fill the unexpired term of any elected officer except President-Elect. First consideration should be given to the previous ballot.
- G. have general powers of supervision and active management that is vested in the office of the President.
- H. determine which organizations may receive mailing lists of members for the purpose of providing educational information according to established policy.

Section 5. **President-Elect**

The President-Elect shall:

- A. have been a KAND member for at least one (1) year immediately preceding the election.
- B. serve for one (1) year and at the end of this term as President-Elect shall automatically become President of the BGAND.
- C. be a member of the Board of Directors and of the Executive Committee.
- D. perform the functions of President in the President's absence or when the President is unable to perform functions of the President, as determined by the Board of Directors.
- E. appoint chairs and members of all standing and special committees to serve during the President-Elect's term as President.
- F. serve as a member of the Fiscal Affairs Committee, the Program, and Continuing Education Committee, and the History Committee.
- G. perform such other duties as may be designated by the Board of Directors.

Section 6. **Secretary**

The Secretary shall:

- A. serve for two (2) years and be a member of the Board of Directors and of the Executive Committee.
- B. be responsible for the minutes of meetings of the Board of Directors and of the Executive Committee, BGAND membership meetings and for ensuring that they are recorded, distribute and filed as directed by the Board of Directors.
- C. cooperate with the Nominating Committee Chair to see that the official ballot is distributed according to Article X, Section 4 of these bylaws.
- D. serve as a member of the Program and Continuing Education Committee, and the History Committee.

- E. have any and all other powers and duties usually vested in the office of Secretary.

Section 7. **Treasurer**

The Treasurer shall:

- A. serve for two (2) years and be a member of the Board of Directors and of the Executive Committee.
- B. serve as chair of the Fiscal Affairs Committee.
- C. review the expenses and make recommendations to the Board of Directors on policies for future expenditures .
- D. present the budget to the Board of Directors for approval.
- E. have custody of all funds and securities of this BGAND.
- F. cause full and accurate financial records to be kept and audited annually.
- G. file Internal Revenue Service form(s) as needed.
- H. provide timely financial reports to the BGAND.
- I. serve as a member of the History Committee and the Membership Committee.
- J. have any and all other powers and functions usually vested in the office of Treasurer.

Section 8. **Nominating Committee**

The Nominating Committee shall:

- A. consist of three (3) elected members as well as the Immediate Past President.
 - a. The Immediate Past President shall be an ex-officio member of the committee without vote unless needed to break a tie.
- B. be chaired by the member receiving the most votes. The chair shall serve as a member of the Board of Directors

Section 9. **Immediate Past President**

The Immediate Past President shall:

- A. serve for one (1) year.
- B. serve as a member of the Board of Directors and of the Executive Committee.
- C. serve as a member of the Fiscal Affairs Committee.
- D. serve as a non-voting member of the Nominating Committee.
- E. act as advisor to the President.
- F. have any and all other powers and functions usually vested in the office of the Immediate Past President.

ARTICLE VIII- BOARD OF DIRECTORS

Section 1. **The Board of Directors**

The Board of Directors, also referred to as the Board, shall be the broad policy making, legislative and governing body of the BGAND. It shall determine the administrative policies and procedures and manage the property and fiscal affairs of the BGAND and shall supervise the execution and implementation of approved actions and policies.

Section 2. **Composition**

The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, the Chairpersons of standing and special committees, and other BGAND members appointed by the President.

Section 3. **Functions**

The general functions shall be to:

- A. develop, implement and monitor the long-range plan.
- B. provide for responsible fiscal planning and control and direct the financial affairs of the BGAND.
- C. establish guidelines and policies for committees.
- D. develop and keep current the policies and procedures, consistent with these bylaws, for the management of the property and affairs of the BGAND.
- E. receive reports of standing and special committees.
- F. delegate any of its powers in the course of operations to any committee or agent as allowed by law.

Section 4. **Meetings**

The Board of Directors shall hold a minimum of four (4) meetings a year.

- A. at all meetings of the Board, two-thirds (2/3) of the members, present in person or represented by a proxy, constitute a quorum.
- B. a Board of Directors meeting shall be held after the election of officers, with both old and new officers and committee chairs present.
- C. each committee chair shall submit an oral report at the meetings of the Board. A written report will be submitted to the Secretary prior to or at the meeting.
- D. Other regular meetings may be held at such time and place as shall be determined by the Board.

Section 5. **Proxies**

Committee chairs may designate other members of the committee or of the Board of Directors as their proxies when they are unable to attend meetings.

Section 6. **Expenses**

Board members attending a Board of Directors meeting may be partially or fully reimbursed according to the Fiscal Affairs Committee policy established annually.

Section 7. **Vacancies**

See Article X, Section 6 of these bylaws.

Section 8. **Removal of Elected Officers**

Any elected officer or other official may be removed from office by the Board of Directors of the BGAND whenever in its judgment the best interest of the BGAND would be served thereby. A vote to remove from office requires two-thirds (2/3) the majority of the Board. The President may remove or replace, with the Executive Committee approval, ineffective persons on committees.

ARTICLE IX- COMMITTEES

Section 1. **Composition and Term of Office**

Appointment to committees of the Board of Directors shall be on a one-year basis, except as herein provided. The President-Elect shall appoint the chairs of standing committees to serve during the President-Elect's term as President unless otherwise specified. Committee chairs and members may be reappointed for not more than four (4) terms. Additional committees may be established by the Board as needed. All committees shall be composed of the chair and at least two (2) other members.

Section 2. **Qualifications**

All members may serve on special or standing committees, unless otherwise provided in these bylaws.

Section 3. **Expenses**

Committees may expend money only as budgeted or as authorized by the Board of Directors.

Section 4. **Reports and Records**

The chairs of all committees shall present reports as requested by the President or Board of Directors. All committee chairs shall turn over to their replacements all accounts, record books, papers, or other property belonging to the BGAND at the close of the fiscal year.

Section 5. **Vacancies**

Vacancies among committee chairs shall be filled by the President for the unexpired portion of the term as provided in these bylaws. Frequent absences from the Board of Directors' meetings may be cause for replacement.

Section 6. **Designation, Composition and Functions of Committees**

Specific functions of the committees shall be detailed in the BGAND's Policy and Procedure manual.

A. Executive Committee

1. Composition. This committee shall consist of the President, President-Elect, Secretary, Treasurer, and the Immediate Past President.
2. Functions. This committee shall act on emergency matters between meetings of the Board of Directors.

B. Awards and Honors Committee

This committee shall:

1. include an Awards Chair, who shall also serve on the History Committee, and two board members, selected by the Executive Board.
2. provide information on scholarship and award opportunities which are available through the BGAND, the KAND and the Academy to the Board of Directors or other members and potential candidates.
3. recommend to the Board for its approval of candidates for scholarships and/or awards.
4. coordinate the selection of recipients of any awards, e.g. Recognized Young Dietitian of the Year.
5. update and maintain award applications.

C. Bylaws Committee

This committee shall:

1. include a Bylaws Chair and at least two BGAND members, selected by the Executive Board.
2. review annually the Bylaws, policies and procedures.
3. recommend to the Board of Directors changes and/or propose amendments to the Bylaws.
4. recommend to the Board of Directors revisions of policies and procedures.
5. maintain records of all votes taken by the Board of Directors and/or membership that relate to the Bylaws or to the general functioning of the BGAND.

D. Program and Continuing Education Committee

This committee shall:

1. be chaired by a member that is selected by the committee.
2. include the President-Elect, a December Social Coordinator, a September Dinner Meeting Coordinator, and a Career Guidance Coordinator, appointed by the President.
3. evaluate continuing education needs of dietetic practitioners.

4. develop the yearly continuing education program of the BGAND.
5. coordinate activities of the membership regarding the requirements of the Commission on Dietetic Registration of the Academy.
6. plan and/or provide career guidance activities, with the approval of the Board of Directors.

E. Fiscal Affairs Committee

This committee shall:

1. be chaired by the Treasurer.
2. include the President, President-Elect, and the Immediate Past President.
3. assist and advise the Board in financial planning and budget development.
4. recommend annual dues for approval by the membership.
5. seek outside sources of funding in order to support the activities of the BGAND.

F. Legislation and Public Policy Committee

This committee shall:

1. include a chair appointed by the President and at least two BGAND members.
2. work with the KAND Public Policy Panel to coordinate legislation efforts at the local level.
3. monitor and interpret legislative issues and advise the Board of Directors on legislative and public policy.

G. Marketing and Public Relations Committee

This committee shall:

1. include a National Nutrition Month Coordinator, a Webmaster, and a Marketing and Public Relations Chair, appointed by the President. The Marketing and Public Relations Chair shall also serve on the History Committee.
2. coordinate and implement marketing strategies and public relations for the BGAND.
3. act as liaison for the BGAND to *Kentucky Currents Newsletter* and to the local news media.
4. manage social media, including Facebook, Twitter, and any unforeseen accounts.
5. maintain and update the website of the BGAND.
6. coordinate activities for National Nutrition Month, involving other standing committees as appropriate.

H. Membership Committee

This committee shall:

1. include a Membership Chair/Job Coordinator and the Treasurer.
2. collaborate with the Treasurer to bill and receive membership renewals.
3. maintain a membership database.
4. publish a membership directory.

I. History Committee

This committee shall:

1. include the Secretary, Awards Chair, Marketing and Public Relations Chair, Treasurer, and the President-Elect.
2. keep archival information and add it to the accumulated history of the BGAND.
3. maintain a scrapbook for news articles and pictures concerning the BGAND.

Section 7. **Special Committees**

Special committees may be established by the Board of Directors and/or the Executive Committee, as needed to carry out the activities of the BGAND.

ARTICLE X- NOMINATIONS AND ELECTIONS

Section 1. **The Nominating Committee**

The function of this committee shall be to:

- A. confers as a group at least twice (2) annually.
- B. nominate candidates for offices annually as outlined in the district bylaws.
- C. secure consent to serve and obtain biographical sketches from each person whose name shall appear on the ballot.
- D. present the slate of nominations to the Board of Directors.
- E. submit a written report to the Secretary, signed by the members of the committee.
- F. receive the ballots and file the election results. Results will be ranked in descending order.
- G. report to the President and Secretary in writing the results of the ballot.
- H. notify each of the individuals whose name is on the annual ballot as to their election status as soon as the results are available.
- I. maintain a list of officers and committee chairs for the past five (5) years.

Section 2. **Time**

Elections for the officers of the BGAND shall be conducted by mail or e-mail annually in the spring of each year. Officers shall take office June 1st. Installation of the officers will be held at the September general membership meeting.

Section 3. **Officers**

A President-Elect and members of the Nominating Committee shall be elected annually. A Secretary and Treasurer shall be elected biennially in alternate years. The Secretary shall be elected in odd years and the Treasurer in even years.

Section 4. **Ballots and Voting**

- A. the ballots shall be sent by e-mail to the voting members and by 1st class mail, to those voting members who do not have an e-mail address, not less than twenty eight (28) days prior to the deadline for receiving ballots.
- B. only ballots returned by e-mail or received by mail as of midnight of the designated date shall be counted. The e-mail ballot and mailed ballot must be returned to the designated member of the Nominating Committee. The returned e-mail ballot will be verified by the voting members e-mail address.
- C. a majority of the votes cast shall constitute an election, provided that at least twenty (20) percent of the voting members have returned ballots.
- D. in the event of a tie, the elections shall be determined by lot.

Section 5. **Re-Election**

- A. President-Elect may serve only one consecutive term in the same office. Secretary and Treasurer may serve two consecutive terms in the same office.
- B. the President may serve a second term in the event of a vacancy in the office of the President-Elect.

Section 6. **Vacancies**

- A. in the event of a vacancy in the office of the President, the President-Elect shall succeed to the office and then serve as President through his/her elected term.
- B. should the office of the President-Elect become vacant, a special election by the membership shall be held.
- C. if any elected office other than that of President or President-Elect becomes vacant, then the President will appoint, with Board of Directors approval, a qualified member to fill the unexpired term. First consideration should be given to the previous ballot.

ARTICLE XI- DUES AND ASSESSMENTS

Section 1. **Dues**

Members in classifications defined in Article III, Section 1 of these Bylaws shall pay dues to the BGAND. The amount shall be recommended by the Fiscal Affairs Committee and approved first by the Board of Directors and then by the membership.

Section 2. Assessments

If warranted, a monetary assessment of all members may be levied to further the activities of the BGAND. Such an action shall require recommendation by the Fiscal Affairs Committee and adoption by a two-thirds (2/3) vote of the Board of Directors. Notice of such assessment shall be mailed to all members, and shall be payable to the BGAND on a voluntary basis. Justification of the need for assessment shall accompany the notice. No penalty shall accrue to any member if payment is not made; however, payment is considered a professional responsibility of a member.

ARTICLE XII- AMENDMENTS

Section 1. Methods

These bylaws may be amended by the affirmative vote of two-thirds (2/3) of the votes cast by membership voting by mail or in person at any meeting of the BGAND.

Section 2. Notice

Notice of the proposed amendment(s) must be given in writing at least thirty (30) days before the vote is taken.